From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: gc@fox.cen.com (Gary Chatters)
Subject: Re: ... Any Clegg BA Interest?
Message-ID: <9512222251.AA11575@cen.com>

Welcome to the list Bob.

Bob Witmer writes:
[...]
>
>Clegg BA Interest
>Anyone else interested in Clegg BAs? I have an Interceptor receiver - the
>"Factory Sample" and a matching All-Bander convertor. I'm also about ready
>to start work on a Venus (6-Meter SSB) which I hope to have ready for the
>January VHF contest.
>

I do have a Clegg 99'er in the project queue. It looks like it was stored in a coal mine; it's really dirty. I may just look for a better one. I have seen a couple show up at hamfests (should've bought the clean one for $35 I saw a year ago.) Don't know when I'll get to it though.

73,

Gary

From boatanchors@theporch.com Sat Dec 23 17:59:52 1995
From: FRANCIS4@AppleLink.Apple.COM (Francis, Dexter)
Subject: 1115 volts on a 6146 ?!?!?!?!
Message-ID: <819761925.3337560@AppleLink.Apple.COM>

Well, the glowing HT-32A finals mystery has just gotten clearer. While (carefully) measuring the voltages I discovered 1115 volts on the plates. Yes, that's no slipping digit. Eleven Hundred and fifteen volts. With max plate rating of the 6146 at about 600 for ICAS operation I can see why these boys are a bit over heated with just -50 volts of bias.

Now the $64k question; How come the plate is at 1 kV+, and what should it really be? I can see that the previous owner replaced the power transformer, so there's a chance he goofed when hooking the B+ up, or maybe he got a higher output transformer deliberately and was trying to make a Halli-kilowatt out of this beast.

In any case, I'd appreciate any intel on this situation and possible suggestions on how the HV coils on the transformer might have been hooked up to produce twice the voltage I suspect they should be. Don't you ground the

center tap and run the HV legs to the plates of the 5R4 to get full wave DC at half the output winding voltage rating? (Eg 1 kV output, w/grounded center tap = 2 500 volt taps 180 deg out of phase?)

Of course if anyone can enlighten me as to the appropriate plate voltage for the 6146 finals on a Halli HT-32A, I'd appreciate it.

-df

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: Bill Meara <74537.1100@compuserve.com>
Subject: 80 meter lunchboxes!
Message-ID: <951223093644_74537.1100_EHH27-2@CompuServe.COM>

You know, I have a couple of Heath Lunchboxes sitting here. They were quietly minding their own business, until THAT MESSAGE from Andy came through. Now they seemed destined to end their lives on 80 meters. Great idea Andy, but your suggestion is sure to provide lots of new material for the "Confessions" thread!
73 from Bill N2CQR/HI8 74537.1100@compuserve.com
Soon to be running an 80 meter AM lunchbox!

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: "Craig Anderson - Ext. 1364" <CAnderso@smtp.stp.tec.mn.us>
Subject: Align R390A
Message-ID: <30DB498D@smtp.stp.tec.mn.us>

In the past ,I have seen alignment instructions printed for the R390A that were a little more straight forward than the ones in the R390 manual. I am concerned about going through the job with the stock alignment particularily with stagger tuning.

Does anyone have, or know where I can get, a really good set of alignment instructions?

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: cbmbest@ix.netcom.com (Ray Dennis)
Subject: Any Heath HA-14 users out there?
Message-ID: <199512230340.TAA00337@ix9.ix.netcom.com>

One of my favorite pieces of equipment is a Heath HA-14 linear amplifier. It was actually sold as a mobile amplifier but there was an AC power supply available too. The circuit is very similar to the SB-200 and the amp itself is about the size of a large book. Real cute! I am still using mine--wouldn't give it up for anything.

Is anyone else using one, or do you have some stories to share about the HA-14?

Ray W0DQ

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: robert fowle <hammarlund@voyager.net>
Subject: Astaic model 77 info: thanks to all
Message-ID: <199512230508.AAA01703@vixa.voyager.net>

Thank you too all who sent info.. I now know more than i did.
Robert Fowle
the HAMMARLUND historian
Ph. 517-789-6721
E-mail: Hammarlund@vixa.voyager.net

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: robert fowle <hammarlund@voyager.net>
Subject: Astaic model 77 mic info needed
Message-ID: <199512222334.SAA18005@vixa.voyager.net>

Grettings;
anybody know anything about the Astatic mic model 77?
cast aluminum broadcast style mic, has low, med, high settings.
I personally never knew Astatic made anything like this.
thanks for any input.
Robert Fowle
the HAMMARLUND historian
Ph. 517-789-6721
E-mail: Hammarlund@vixa.voyager.net

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: "Allan Fritsche" <fritsche@msn.com>
Subject: Cali Tube for a SX-101
Message-ID: <UPMAIL03.199512231500430992@msn.com>

Anybody got a spare 100KC tube for a SX-101 or can tell me where to get one.
fritsche@msn.com
attmail!fritsche

From boatanchors@theporch.com Sat Dec 23 17:59:52 1995
From: stever@cybercomm.net (Stephan Rashkin)
Subject: Crystal capacitances?
Message-ID: <199512232246.RAA06794@raven.cybercomm.net>

A question was recently raised about the circuit capacitances
for newly made up FT-243's...I believe they usually are about
32 mmf. Is this correct? For the Johnson Adventurer etc?

Steve, Wa2NHZ

From boatanchors@theporch.com Sat Dec 23 17:59:52 1995
From: TOM.A.ADAMS@mail.admin.wisc.edu
Subject: Forbidden SKN weaponry
Message-ID: <FCNH4228.FCNH4243@mail.admin.wisc.edu>

to: boatanchors@theporch.com

Hello Sandy.

Yeah, I know bugs aren't strictly Kosher, but Straight Key Night seems to be turning into Nostalgia Night, especially as more and more firebottle rigs get resurrected. On the nostalgia score, bugs certainly pass muster.

While not abiding by the letter of the law, I'll be sticking to the spirit; the TO Keyer and WB4VVF "Accukeyer" will be turned off! :-)

Mr. T.

From boatanchors@theporch.com Sat Dec 23 15:32:23 1995
From: Sandra L Knepper <slkst29+@pitt.edu>
Subject: Hallicrafter SR-2000
Message-ID: <Pine.3.89.9512221137.A23829-0100000@unixs4.cis.pitt.edu>

For some time now, I have been searching for a power supply for this

transceiver. However, no bites so far!

Does anyone own/operate a SR-2000 and what do you think of it.

I would be interested in any replies on this unit. Were they scarce - evidentally so.

My very best of the Holiday Season to you and your family.

My wish for the new year is that people become a little more understanding and tolerant toward each other. It takes so little to be a nice guy. Show a little kindness and respect for one another. Remember a little humility makes more of an impression than does one's rudeness and meanspiritedness.

Dave, W3BJZ

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: Bill Sorsby <bill.sorsby@dlep1.itg.ti.com>
Subject: Hallicrafter's Christmas Message
Message-ID: <199512231343.HAA17841@dlep1.itg.ti.com>

Here is Hallicrafter's two page Christmas ad from January 1940 QST:

"Just five years ago this month, the first Hallicrafters advertisement appeared in QST. With the production of that original S-1 model, we joined an august company of builders of communications equipment. They have been fine, clean competitors with a standard of ethics commensurate with the dignity of the amateur fraternity.

Al Ready, owner of the National Company, we have known for years. Lloyd Hammarlund is still one or our best friends. And it has been good to see Jim Millen start out on his own. No one wishes him more good sailing than we do.

E.G. Shalkhauser and Russell Planck launched RME shortly before we entered the field. They have been a real success, and we are happy to see it. To the others, too, who have endeavored successfully to build equipment to your precise requirements, we hope they have found a favorable (unreadable).

All together, we have constantly endeavored to increase the efficiency of amateur apparatus and to improve electrical and mechanical tolerances.

The progress in these last five years has been phenomenal. The art of communications has been constantly simplified by such improvements as band-switching in both receivers and transmitters; the inclusion of power supplies in receivers; and stricter adherence to functional design. The newer tubes have made remarkable things possible -- receivers are more efficient and more compact -- the size of a transmitter has been cut almost in half!

A whole station now sits on a single desk -- and blasts its way around the world. And always the costs have been lower and lower.

No one knows what the next five years will bring in technical developments. Some of us have visions, and the finest engineers in the world are burning the laboratory lights far into the night to make those dreams practical.

You have been mighty nice to us these past five years and we hope to pay you back with better and better equipment. In the mean time, a Merry Christmas.

the HALLICRAFTERS inc.
Chicago, U.S.A
"WORLD'S LARGEST BUILDERS OF AMATEUR COMMUNICATIONS EQUIPMENT"

Regards,
Bill Sorsby, N5BU bill.sorsby@dlep1.itg.ti.com

From boatanchors@theporch.com Sat Dec 23 15:32:23 1995
From: cbmbest@ix.netcom.com (Ray Dennis)
Subject: Hallicrafters SR-2000
Message-ID: <199512232045.MAA05216@ix10.ix.netcom.com>

I have heard that the SR-2000 was sort of the end of the line for Hallicrafters. It was their entry into the emerging transceiver market, but it was not a commercial success.

I would suspect that they are fairly rare.

Ray W0DQ

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: robert fowle <hammarlund@voyager.net>
Subject: hammarlund PSC-10 speakers fs:
Message-ID: <199512222341.SAA18294@vixa.voyager.net>

have 5 (originally listed 6 for 280.00 shipped) but, seems they may move

better as single units. now, i have done nothing to these, they may need to
be re-coned to sound good, and 2 definetly need refinshed, the others should
clean up to be at least presentable.
if interested in one, i'll ship them for $50 ea.
these are the unit that, depending on color match the following:
sp-200/sp-400/hq-129x, these are 10" jensen speakers inside, as supplied
from Hammarlund. if you would like one or more, contact me at the below info:
happy holidays
Robert Fowle
the HAMMARLUND historian
Ph. 517-789-6721
E-mail: Hammarlund@vixa.voyager.net

From boatanchors@theporch.com Sat Dec 23 17:59:52 1995
From: robert fowle <hammarlund@voyager.net>
Subject: hammarlund trivia question
Message-ID: <199512232314.SAA00621@vixa.voyager.net>

good evening BA'ites;
        thought we try a bit of trivia tonite.
Question: what was the last year, the government contracted for
an SP-200/BC series reciever, and what was it?
Robert Fowle
the HAMMARLUND historian
Ph. 517-789-6721
E-mail: Hammarlund@vixa.voyager.net

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: Peter Ferrand <pferrand@scoot.netis.com>
Subject: Re: Heath Lunchbox on 80 or 40???
Message-ID: <199512222133.QAA21620@scoot.netis.com>

>
> Here's a silly thought.
>
> Has anyone ever considered taking a (JUNKER) Heath Lunchbox
> transceiver and modifying it to run on one of the HF
> hambands? Take out the doubler-tripler-tripler section,
> use components for 80m....you would then have an 80m superregen
>.....
>
> --Andy
> wallace@mc.com
>

Yup, that's silly.

:-0
-Pete
WB2QLL

.and here comes a thread of PE-47's converted to 2M FM....

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: penson@sci.mus.mn.us (Chuck Penson)
Subject: Re: Heath Lunchbox on 80 or 40???
Message-ID: <v01520d00ad00d7888da3@[206.9.148.10]>

>>
>> Here's a silly thought.
>>
>> Has anyone ever considered taking a (JUNKER) Heath Lunchbox
>> transceiver and modifying it to run on one of the HF
>> hambands? Take out the doubler-tripler-tripler section,
>> use components for 80m....you would then have an 80m superregen
>>.....

No, but I have thought about actually converting one into a lunch box :)

Chuck Penson
WA7ZZE
A collector of Heath electronic products

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: Bob Roehrig <broehrig@admin.aurora.edu>
Subject: Re: Heath Lunchbox on 80 or 40???
Message-ID: <Pine.ULT.3.91.951222191813.9841A-100000@admin.aurora.edu>

On Fri, 22 Dec 1995, Peter Ferrand wrote:
> >
> > Has anyone ever considered taking a (JUNKER) Heath Lunchbox
> > transceiver and modifying it to run on one of the HF
> > hambands? Take out the doubler-tripler-tripler section,
> > use components for 80m....you would then have an 80m superregen

Don't know about the "lunchbox" but back in the '50's our club (Fox River Radio League) in Aurora, IL. made a bunch of "Club Savers" which were along the same line. A friend of mine did convert one to either 10 or 15 meters and had a ball with it.

Bob, K9EUI

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: Jake Hellbach <kk5hy@accesscom.net>
Subject: Help identify battery
Message-ID: <199512230220.UAA15264@uro.theporch.com>

Hello to all,
I have a battery that I would like to know the origin and what it may have been used for.

The description is:

Clear glass jar about 1 gallon in size 7" dia. and 10" tall. There is only a small marking on the jar that looks like a sideways wishbone shape, no other markings.

Ceramic top that sits on the top of the glass jar, top has the name "EDISON" and "MADE IN USA" in raised letters.

Suspended from the top are 5 zinc plates with 4 carbon plates between them that have ceramic insulators to separate the plates. Plates are 4.5" wide and 5" tall.

In the center of the top is a brass stud with a brass wing nut for connection of the plus side of the battery. There is a small hole on one edge of the top for a wire that leads into the jar that connects to the zinc plates for the negative side.

Thanks, Jake KK5HY
++
Email via: kk5hy@accesscom.net
Check out the Westside ARC Web page at:
http://www.accesscom.net/~kk5hy
Updated with boatanchor links
++

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995

From: Bill Meara <74537.1100@compuserve.com>
Subject: HQ-100 parts
Message-ID: <951223100132_74537.1100_EHH54-1@CompuServe.COM>

John: I got the original manual wen I bought my HQ-100 at a Dominican hamfest a few years ago. The manual has held together very well (especially considering that it passed all these years in the the tropics!) and looks great sitting next to the radio. Lots of neat annotations by previous owners. You get a sense of what they were listening to. I could send you a copy of the schematic and any other info you need. Let me know.
73! Bill N2CQR/HI8
74537.1100@compuserve.com
Santo Domingo, Dominican Republic
Running: HT-37, 2-B, HW-101, HQ-100 (with SP-600
and SX-43 awaiting repairs)

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: robert fowle <hammarlund@voyager.net>
Subject: looking for a military manual
Message-ID: <199512230006.TAA19237@vixa.voyager.net>

would like to find the following military manual:
Mil-HDBK-161
if you have such an animal, and don't need it, please let me know, maybe we can swing some type of sale or?
thanks
Robert Fowle
the HAMMARLUND historian
Ph. 517-789-6721
E-mail: Hammarlund@vixa.voyager.net

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: Bob Roehrig <broehrig@admin.aurora.edu>
Subject: Re: Memphis Belle
Message-ID: <Pine.ULT.3.91.951222190702.3987B-100000@admin.aurora.edu>

On Fri, 22 Dec 1995 n5off@w5ddl.aara.org wrote:

> When "Mother and Country" collided with the German fighter, the MB
> radio op put out a call to them. He gots a few screams on voice,
> then a 120 line per minute FAX signal, then a K in CW.

Well, perhaps it was really a German Hellschreiber :-) I've never heard one of those on the air but it sound a lot like FAX.

73 and season's greetings to all - de K9EUI

From boatanchors@theporch.com Sat Dec 23 15:32:23 1995
From: "Administrator" <Administrator@dttus.com>
Subject: Message not deliverable
Message-ID: <9511238197.AA819750764@cc2.dttus.com>

The following is an attached File item from cc:Mail. It contains
information that had to be encoded to ensure successful transmission
through various mail systems. To decode the file use the UUDECODE
program.
---------- Cut Here ----------
begin 644 TextItem.txt
M("`@("`@($)/051!3D-(3U)3($1I9V5S="`S.#8-"@T*5&]P:6-S(&-O=F5R
M960@:6X@=&AI<R!I<W-U92!I;F-L=61E.@T*#0H@(#$I(%)E.B!-=2UM971A
M;"!F;VQL;W<@=7`-"B!B>2!M97)R:6=A;D!E92YU86QB97)T82YC82`H4VAA
M=6X@365R<FEG86XI#0H@(#(I(%)E.B!(96%T:"!,=6YC:&)O>"!O;B`X,"!O
M<B`T,#_/PT*(&)Y(%!E=&5R($9E<G)A;F0@/'!F97)R86YD0'-C;V]T+FYE
M=&ES+F-O;3X-"B`@,RD@4F4Z($AE871H($QU;F-H8F]X(&]N(#@P(&]R(#0P
M/S_#0H@8GD@<&5N<V]N0'-C:2YM=7,N;6XN=7,@*$-H=6-K(%!E;G-O;BD-
M"B`@-"D@06QI9VX@4C,Y,$$-"B!B>2`B0W)A:6<@06YD97)S;VX@+2!%>'0N
M(#$S-C0B(#Q#06YD97)S;T!S;71P+G-T<"YT96,N;6XN=7,^#0H@(#4I(%)E
M.B`@+BXN($%N>2!#;&5G9R!"02!);G1E<F5S=#\-"B!B>2!G8T!F;W@N8V5N
M+F-O;2`H1V%R>2!#:&%T=&5R<RD-"B`@-BD@5U1"(#$P,%1(("8@,C4P5$@@
M='5B97,-"B!B>2!K:C=F0&UI8W)O;BYN970@*%1E<G)Y($1O8FQE<B`I#0H@
M(#<I(%=4OCH@2%$Q,#`@<&%R=',-"B!B>2!J;VAN(#QJ;VAN;6)`;F%N9&\N
M;F5T/@T*("`X*2!292X@365M<&AI<R!"96QL90T*(&)Y(%1/32Y!+D%$04U3
M0&UA:6PN861M:6XN=VES8RYE9'4-"B`@.2D@07-T86EC(&UO9&5L(#<W(&UI
M8R!I;F9O(&YE961E9`T*(&)Y(')O8F5R="!F;W=L92`\:&%M;6%R;'5N9$!V
M;WEA9V5R+FYE=#X-"B`Q,"D@:&%M;6%R;'5N9"!04T,M,3`@<W!E86ME<G,@
M9G,Z#0H@8GD@<F]B97)T(&9O=VQE(#QH86UM87)L=6YD0'9O>6%G97(N;F5T
M/@T*(#$Q*2!292X@0VQE9V<@0D$@:6YT97)E<W0-"B!B>2!43TTN02Y!1$%-
M4T!M86EL+F%D;6EN+G=I<V,N961U#0H@,3(I(%-0+38P,"U*6"TQ-"!#=7-T
M;VT@8GD@2&%M;6%R;'5N9"!F<SH-"B!B>2!R;V)E<G0@9F]W;&4@/&AA;6UA
M<FQU;F1`=F]Y86=E<BYN970^#0H@,3,I(&QO;VMI;F<@9F]R(&$@;6EL:71A
M<GD@;6%N=6%L#0H@8GD@<F]B97)T(&9O=VQE(#QH86UM87)L=6YD0'9O>6%G
M97(N;F5T/@T*(#$T*2!434,@375L=&EC;W5P;&5R(&QI:V4@;F5W(&9S.@T*
M(&)Y(')O8F5R="!F;W=L92`\:&%M;6%R;'5N9$!V;WEA9V5R+FYE=#X-"B`Q
M-2D@4F4Z($UE;7!H:7,@0F5L;&4-"B!B>2!";V(@4F]E:')I9R`\8G)O96AR
M:6=`861M:6XN875R;W)A+F5D=3X-"B`Q-BD@4F4Z($AE871H($QU;F-H8F]X
M(&]N(#@P(&]R(#0P/S_#0H@8GD@0F]B(%)O96AR:6<@/&)R;V5H<FEG0&%D
M;6EN+F%U<F]R82YE9'4^#0H@,3<I(%)E.B!295LR73H@2&5R='HZ($YO(0T*
M(&)Y(&UO<G)I<V]`=FEF<"YM;VYA<V@N961U+F%U("A-;W)R:7,@3V1E;&PI
M#0H@,3@I($AE;'`@:61E;G1I9GD@8F%T=&5R>0T*(&)Y($IA:V4@2&5L;&)A
M8V@@/&MK-6AY0&%C8V5S<V-O;2YN970^#0H@,3DI($%N>2!(96%T:"!(02TQ

M-"!U<V5R<R!O=70@=&AE<F4_#0H@8GD@8V)M8F5S=$!I>"YN971C;VTN8V]M
M("A287D@1&5N;FES("D-"B`R,"D@37D@=VES:"!F;W(@=&AE($YE=R!996%R
M+BXN#0H@8GD@1FER92!";W1T;&4@87)C:&EV92!H86YD;&5R(#QF:7)E8F]T
M;$!J86-K871A:RYT:&5P;W)C:"YC;VT^#0H@,C$I($%S=&%I8R!M;V1E;"`W
M-R!I;F9O.B`@=&AA;FMS('1O(&%L;`T*(&)Y(')O8F5R="!F;W=L92`\:&%M
M;6%R;'5N9$!V;WEA9V5R+FYE=#X-"B`R,BD@.#`@;65T97(@;'5N8VAB;WAE
M<R$-"B!B>2!":6QL($UE87)A(#PW-#4S-RXQ,3`P0&-O;7!U<V5R=F4N8V]M
M/@T*(#(S*2!32TX@<FEG#0H@8GD@0FEL;"!-96%R82`\-S0U,S<N,3$P,$!C
M;VUP=7-E<G9E+F-O;3X-"B`R-"D@2%$M,3`P('!A<G1S#0H@8GD@0FEL;"!-
M96%R82`\-S0U,S<N,3$P,$!C;VUP=7-E<G9E+F-O;3X-"B`R-2D@3F%T:6]N
M86P@0V]M<&%N>2!4<F%N<VUI='1E<@T*(&)Y($)I;&P@4V]R<V)Y(#QB:6QL
M+G-O<G-B>4!D;&5P,2YI=&<N=&DN8V]M/@T*(#(V*2!293H@57!P97(@8V%S
M92Q6:6MI;F<@26YV861E<G,L2%)/(&-O:6QS+"!32TX-"B!B>2!F9VEL;6]R
M94!W;V]D=&5C:"YC;VT-"B`R-RD@2&%L;&EC<F%F=&5R)W,@0VAR:7-T;6%S
M($UE<W-A9V4-"B!B>2!":6QL(%-O<G-B>2`\8FEL;"YS;W)S8GE`9&QE<#$N
M:71G+G1I+F-O;3X-"B`R."D@0V%L:2!4=6)E(&9O<B!A(%-8+3$P,0T*(&)Y
M(")!;&QA;B!&<FET<V-H92(@/&9R:71S8VAE0&US;BYC;VT^#0H@,CDI($YO
M($1E8V]D97,@4&QE87-E#0H@8GD@1&%V92!3=&EN<V]N(#PW,C(R-RXQ-C0P
M0&-O;7!U<V5R=F4N8V]M/@T*(#,P*2!293H@4TM..B!7:&%T8VAA(&=O;FYA
M('5S93\-"B!B>2`B4F]B97)T82!*+B!"87)M;W)E(B`\<F)A<FUO<F5`:6YD
M>2YN970^#0H@,S$I($YO=R!I="!C86X@8F4@=&]L9`T*(&)Y(")2;V)E<G1A
M($HN($)A<FUO<F4B(#QR8F%R;6]R94!I;F1Y+FYE=#X-"B`S,BD@4F4Z(%(S
M.3`O4C,Y,$$@;6%I;B!T=6YI;F<@:VYO8@T*(&)Y('=I;&QI86UE0&-S;BYN
M970@*$)I;&P@4W1A;F1E<F9E<BD-"B`S,RD@5T(X0D93($M74RTQ($]P97)A
M=&EO;@T*(&)Y($U/1%-415!(0$%#4RY%2U4N1415#0H-"BTM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@1G)I+"`R,B!$96,@.34@,3,Z,C0Z
M-#<@,#<P,`T*1G)O;3H@;65R<FEG86Y`964N=6%L8F5R=&$N8V$@*%-H875N
M($UE<G)I9V%N*0T*5&\Z(&)O871A;F-H;W)S0'1H97!O<F-H+F-O;0T*4W5B
M:F5C=#H@4F4Z($UU+6UE=&%L(&9O;&QO=R!U<`T*365S<V%G92U)1#H@/#$Y
M.34Q,C(R,C`R-2Y/04$Q-3@Y-4!U<F\N=&AE<&]R8V@N8V]M/@T*#0H-"BTM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*36]R92!D:7-C=7-S:6]N(&]N
M($UU+6UE=&%L.@T*#0I-=2U-971A;"!I<R!A;&P@8G5T(&1E860@9F]R('-P
M96-I86P@87!P;&EC871I;VYS#0H-"E!%4DU!3$Q/62`X,"!I<R!N;W<@=7-E
M9"!A;F0@041604Y#12!-04=.151)0U,@:7,@=&AE(&QE861E<B!I;B!.;W)T
M:`T*06UE<FEC82!F;W(@<VAI96QD:6YG(&%P<&QI8V%T:6]N<RX-"@T*5&AE
M<V4@87)E(&)O=&@@<V]F="!M86=N971I8R!A;&QO>7,@86YD(&AA=F4@;F]T
M:&EN9R!T;R!D;PT*=VAA='-O979E<B!W:71H('1H92!A8F]V92!S=&%T960@
M<&5R;6%N96YT(&UA9VYE=&EC(&UA=&5R:6%L<RX-"@T*374M365T86P@86YD
M('!E<FUA;&QO>2!A<F4@3FEC:V5L+TER;VX@86QL;WES(&-A<F5F=6QL>0T*
M;6%D92!T;R!E>&%C="!R871I;R!A;F0@879O:61I;F<@:6UP=7)I=&EE<R!W
M:&EC:"!I;FAI8FET#0IT:&5M(&9R;VT@;V)T86EN:6YG(&AI9V@M=2X@($UU
M+4UE=&%L(&ES(&UO<F4@<V5N<VET:79E('1O#0IM96-H86YI8V%L(&%B=7-E
M('1H86X@4$5234%,3$]94R!A;F0@:&%S(&)E96X@9')O<'!E9"!F;W(-"G5S
M92!A<R!S:&5I;&1I;F<@9F]R('%U:71E('-O;64@=&EM92X@($UU+4UE=&%L
M('-T:6QL(&AA<R!S;VUE('-P96-I86P-"F%P<&QI8V%T:6]N<R!W:&5R92!T
M:&4@=F5R>2!L;W=E<W0@<V%T=7)A=&EO;@T*9V%U<W,@:7,@<F5Q=6ER960N

M("!-:6XN(&-O97)C:79I='D@:7,@86)O=70@=&AE('-A;64@9F]R('1H92!T
M=V\@87,@:7,-"FUA>"X@<&5R;65A8FEL:71Y+"!H;W=E=F5R(&EN('!R86-T
M:6-E('1H92!015)-04Q,3UE3(&%R92!M=6-H(&5A<VEE<B!T;PT*;6%N=69A
M8W1U<F4@:6X@8G5L:R!W:71H(&-O;G-I<W1E;G0@;W5T8V]M92X-"@T*374M
M365T86P@=F%R:65S(&9R;VT@8F%T8V@@=&\@8F%T8V@@86YD(&$@<VEM<&QE
M(&)E;F0@;V8@=&AE(&UA=&5R:6%L#0IG<F5A=&QY(')E9'5C97,@<&5R;65A
M8FEL:71Y+"!W:&5R92!T:&4@4$5234%,3$]94R!C86X@8F4@8F5N="!A;F0@
M9F]R;65D#0IW:71H;W5T(&QO<VEN9R!S:&5I;&0@<')O<&5R=&EE<R!T;PT*
M8F%D;'DN("!.;W1H:6YG(&)E='1E<B!T:&%N(%!E<FUA;&QO>2`X,"!H87,@
M8F5E;B!D:7-C;W9E<F5D(&9O<@T*<VAI96QD:6YG+BXN>65T(0T*#0H-"@T*
M+2T@#0HM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+0T*4VAA=6X@4"X@365R<FEG86X-"C-R9"!9
M96%R($5%(%5N:79E<G-I='D@;V8@06QB97)T80T*;65R<FEG86Y`;GEQ=6ES
M="YE92YU86QB97)T82YC82`H4VAA=6X@365R<FEG86XI#0HM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+0T*#0H-"@T*#0H-"@T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2T-"@T*1&%T93H@1G)I+"`R,B!$96,@,3DY-2`Q-CHS,SHP,R`M,#4P
M,"`H15-4*0T*1G)O;3H@4&5T97(@1F5R<F%N9"`\<&9E<G)A;F1`<V-O;W0N
M;F5T:7,N8V]M/@T*5&\Z('=A;&QA8V5`;6,N8V]M+"!B;V%T86YC:&]R<T!T
M:&5P;W)C:"YC;VT-"E-U8FIE8W0Z(%)E.B!(96%T:"!,=6YC:&)O>"!O;B`X
M,"!O<B`T,#_/PT*365S<V%G92U)1#H@/#$Y.34Q,C(R,C$S,RY104$R,38R
M,$!S8V]O="YN971I<RYC;VT^#0H-"CX@#0H^($AE<F4G<R!A('-I;&QY('1H
M;W5G:'0N#0H^(`T*/B!(87,@86YY;VYE(&5V97(@8V]N<VED97)E9"!T86MI
M;F<@82`H2E5.2T52*2!(96%T:"!,=6YC:&)O>"`-"CX@=')A;G-C96EV97(@
M86YD(&UO9&EF>6EN9R!I="!T;R!R=6X@;VX@;VYE(&]F('1H92!(1@T*/B!H
M86UB86YD<S\@5&%K92!O=70@=&AE(&1O=6)L97(M=')I<&QE<BUT<FEP;&5R
M('-E8W1I;VXL(`T*/B!U<V4@8V]M<&]N96YT<R!F;W(@.#!M+BXN+GEO=2!W
M;W5L9"!T:&5N(&AA=F4@86X@.#!M('-U<&5R<F5G96X-"CXN+BXN+B`-"CX@
M#0H^("TM06YD>0T*/B!W86QL86-E0&UC+F-O;0T*/B`-"@T*675P+"!T:&%T
M)W,@<VEL;'DN#0H-"CHM,`T*+5!E=&4-"E=",E%,3`T*#0HN86YD(&AE<F4@
M8V]M97,@82!T:')E860@;V8@4$4M-#<G<R!C;VYV97)T960@=&\@,DT@1DTN
M+BXN#0H-"@T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*
M1&%T93H@1G)I+"`R,B!$96,@,3DY-2`Q-3HT-CHT.2`M,#8P,`T*1G)O;3H@
M<&5N<V]N0'-C:2YM=7,N;6XN=7,@*$-H=6-K(%!E;G-O;BD-"E1O.B!P9F5R
M<F%N9$!S8V]O="YN971I<RYC;VTL(&)O871A;F-H;W)S0'1H97!O<F-H+F-O
M;0T*4W5B:F5C=#H@4F4Z($AE871H($QU;F-H8F]X(&]N(#@P(&]R(#0P/S_
M#0I-97-S86=E+4E$.B`\=C`Q-3(P9#`P860P,&0W.#@X9&$S0%LR,#8N.2XQ
M-#@N,3!=/@T*#0H^/@T*/CX@2&5R92=S(&$@<VEL;'D@=&AO=6=H="X-"CX^
M#0H^/B!(87,@86YY;VYE(&5V97(@8V]N<VED97)E9"!T86MI;F<@82`H2E5.
M2T52*2!(96%T:"!,=6YC:&)O>`T*/CX@=')A;G-C96EV97(@86YD(&UO9&EF
M>6EN9R!I="!T;R!R=6X@;VX@;VYE(&]F('1H92!(1@T*/CX@:&%M8F%N9',_
M(%1A:V4@;W5T('1H92!D;W5B;&5R+71R:7!L97(M=')I<&QE<B!S96-T:6]N
M+`T*/CX@=7-E(&-O;7!O;F5N=',@9F]R(#@P;2XN+BYY;W4@=V]U;&0@=&AE
M;B!H879E(&%N(#@P;2!S=7!E<G)E9V5N#0H^/BXN+BXN#0H-"DYO+"!B=70@
M22!H879E('1H;W5G:'0@86)O=70@86-T=6%L;'D@8V]N=F5R=&EN9R!O;F4@
M:6YT;R!A(&QU;F-H(&)O>"`Z*0T*#0H-"D-H=6-K(%!E;G-O;@T*5T$W6EI%
M#0I!(&-O;&QE8W1O<B!O9B!(96%T:"!E;&5C=')O;FEC('!R;V1U8W1S#0H-
M"@T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@

M1G)I+"`R,B!$96,@.34@,34Z-3DZ,#`@4%-4#0I&<F]M.B`B0W)A:6<@06YD
M97)S;VX@+2!%>'0N(#$S-C0B(#Q#06YD97)S;T!S;71P+G-T<"YT96,N;6XN
M=7,^#0I4;SH@(B=B;V%T86YC:&]R<R<B(#QB;V%T86YC:&]R<T!T:&5P;W)C
M:"YC;VT^#0I3=6)J96-T.B!!;&EG;B!2,SDP00T*365S<V%G92U)1#H@/#,P
M1$(T.3A$0'-M='`N<W1P+G1E8RYM;BYU<SX-"@T*#0I);B!T:&4@<&%S="`L
M22!H879E('-E96X@86QI9VYM96YT(&EN<W1R=6-T:6]N<R!P<FEN=&5D(&9O
M<B!T:&4@4C,Y,$$@=&AA="`-"G=E<F4@82!L:71T;&4@;6]R92!S=')A:6=H
M="!F;W)W87)D('1H86X@=&AE(&]N97,@:6X@=&AE(%(S.3`@;6%N=6%L+B`@
M22!A;2`-"F-O;F-E<FYE9"!A8F]U="!G;VEN9R!T:')O=6=H('1H92!J;V(@
M=VET:"!T:&4@<W1O8VL@86QI9VYM96YT('!A<G1I8W5L87)I;'D@#0IW:71H
M('-T86=G97(@='5N:6YG+@T*#0I$;V5S(&%N>6]N92!H879E+"!O<B!K;F]W
M('=H97)E($D@8V%N(&=E="P@82!R96%L;'D@9V]O9"!S970@;V8@86QI9VYM
M96YT(`T*:6YS=')U8W1I;VYS/PT*#0HM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2T-"@T*1&%T93H@1G)I+"`R,B!$96,@.34@,3<Z-3$Z,3$@15-4
M#0I&<F]M.B!G8T!F;W@N8V5N+F-O;2`H1V%R>2!#:&%T=&5R<RD-"E1O.B!B
M;V%T86YC:&]R<T!4:&50;W)C:"YC;VT-"E-U8FIE8W0Z(%)E.B`@+BXN($%N
M>2!#;&5G9R!"02!);G1E<F5S=#\-"DUE<W-A9V4M240Z(#PY-3$R,C(R,C4Q
M+D%!,3$U-S5`8V5N+F-O;3X-"@T*#0I796QC;VUE('1O('1H92!L:7-T($)O
M8BX-"@T*0F]B(%=I=&UE<B!W<FET97,Z#0I;+BXN70T*/@T*/D-L96=G($)!
M($EN=&5R97-T#0H^06YY;VYE(&5L<V4@:6YT97)E<W1E9"!I;B!#;&5G9R!"
M07,_($D@:&%V92!A;B!);G1E<F-E<'1O<B!R96-E:79E<B`M('1H90T*/B)&
M86-T;W)Y(%-A;7!L92(@86YD(&$@;6%T8VAI;F<@06QL+4)A;F1E<B!C;VYV
M97)T;W(N("!))VT@86QS;R!A8F]U="!R96%D>0T*/G1O('-T87)T('=O<FL@
M;VX@82!696YU<R`H-BU-971E<B!34T(I('=H:6-H($D@:&]P92!T;R!H879E
M(')E861Y(&9O<B!T:&4-"CY*86YU87)Y(%9(1B!C;VYT97-T+@T*/@T*#0I)
M(&1O(&AA=F4@82!#;&5G9R`Y.2=E<B!I;B!T:&4@<')O:F5C="!Q=65U92X@
M($ET(&QO;VMS(&QI:V4@:70@=V%S#0IS=&]R960@:6X@82!C;V%L(&UI;F4[
M(&ET)W,@<F5A;&QY(&1I<G1Y+B`@22!M87D@:G5S="!L;V]K(&9O<B!A(&)E
M='1E<B!O;F4N#0I)(&AA=F4@<V5E;B!A(&-O=7!L92!S:&]W('5P(&%T(&AA
M;69E<W1S("AS:&]U;&0G=F4@8F]U9VAT('1H92!C;&5A;@T*;VYE(&9O<B`D
M,S4@22!S87<@82!Y96%R(&%G;RXI("!$;VXG="!K;F]W('=H96X@22=L;"!G
M970@=&\@:70@=&AO=6=H+@T*#0HW,RP-"@T*1V%R>0T*#0HM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@1G)I+"`R,B!$96,@.34@
M,38Z,3(@35-4#0I&<F]M.B!K:C=F0&UI8W)O;BYN970@*%1E<G)Y($1O8FQE
M<B`I#0I4;SH@8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M#0I3=6)J96-T.B!7
M5$(@,3`P5$@@)B`R-3!42"!T=6)E<PT*365S<V%G92U)1#H@/&TP=%1'9&HM
M,#`P45@S0T!M:7,P,2YM:6-R;VXN;F5T/@T*#0I'<F5E=&EN9W,L#0H-"B`@
M($$@9G)I96YD(&AE<F4@:6X@=&]W;B!I<R!I;B!N965D(&]F('-O;64@,3`P
M5&@@)B`R-3!42"!T=6)E<PT*=&\@9V5T(&AI<R!"0S8Q,"!B86-K(&]N('1H
M92!A:7(N("`@268@>6]U(&-A;B!H96QP('!L96%S92!E+6UA:6P-"FUE(&%T
M(&MJ-V9`;6EC<F]N+FYE="!A;F0@22=L;"!G970@:&EM(&EN(&-O;G1A8W0@
M=VET:"!H:6TN#0H-"C<S+"!497)R>2`@2THW1@T*#0H-"BTM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+0T*#0I$871E.B!&<FDL(#(R($1E8R`Y-2`Q
M.#HR-CHQ,B!%4U0-"D9R;VTZ(&IO:&X@/&IO:&YM8D!N86YD;RYN970^#0I4
M;SH@8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M#0I3=6)J96-T.B!75$(Z($A1
M,3`P('!A<G1S#0I-97-S86=E+4E$.B`\.34Q,C(R,C,R-BY!03$Q-SDY0&UE
M<FQI;BYN86YD;RYN970^#0H-"B`@("`@("`@365R<GD@0VAR:7-T;6%S('1O
M(&%L;"XN+BX-"@T*("`@("`@("!4:&4@4U@Q,#`@22!W87,@=&\@8G5Y('1U

M<FYE9"!O=70@=&\@8F4@82!(43$P,"XN+B`Z+2D-"B`@("`@("`@270@=V%S
M('%U:71E(')E87-O;F%B;&4L(&)U="!S86YS(',M;65T97(N($EF(&%N>6]N
M92!H87,-"B`@("`@("`@82!(43$P,"UC;VUP871A8FQE(',@;65T97(@*$D@
M8F5L:65V92!T:&5Y('=E<F4@8V]M;6]N('1O#0H@("`@("`@('%U:71E(&$@
M9F5W(&1I9F9E<F5N="!(42!S97)I97,@<F%D:6]S*2!A;F0O;W(@<V-H96UA
M=&EC<PT*("`@("`@("!F;W(@<V%M92P@22=D(&%P<')E8VEA=&4@82!N;W1E
M+@T*#0H@("`@("`@($AO<&4@>6]U(&%L;"!H879E(&$@9W)E870@:&]L:61A
M>2P-"B`@("`@("`@+VIO:&X-"@T*("`@("`@("!J;VAN;6)`;F%N9&\N;F5T
M#0H-"@T*+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM#0H-"D1A=&4Z
M($9R:2P@,C(@1&5C(#DU(#$W.C,Q($-35`T*1G)O;3H@5$]-+D$N041!35-`
M;6%I;"YA9&UI;BYW:7-C+F5D=0T*5&\Z(&)O871A;F-H;W)S)71H97!O<F-H
M+F-O;4!V;7,N;6%C8RYW:7-C+F5D=0T*4W5B:F5C=#H@4F4N($UE;7!H:7,@
M0F5L;&4-"DUE<W-A9V4M240Z(#Q&0TU(,S$S."Y&0TU(,S$T.4!M86EL+F%D
M;6EN+G=I<V,N961U/@T*#0IT;SH@8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M
M#0H-"DAE;&QO(%1O;2X-"@T*("`@26X@>6]U<B!"02!S<&]T=&EN9R!I;B!T
M:&4@;6]V:64L('EO=2!M:7-S960@=&AE($)#+3,P-B!A;G1E;FYA(&QO861I
M;F<@8V]I;`T*8F]L=&5D('1O('1H92!S=&%R8F]A<F0@<VED92!O9B!T:&4@
M8G5L:VAE860@8F5T=V5E;B!T:&4@<F%D:6\@<F]O;2!A;F0@8V]C:W!I=`T*
M86YD(&$@<VAO="!O<B!T=V\@;V8@<W1O<F5D($)#+3,W-2!P;'5G+6EN('1U
M;FEN9R!U;FET<R!O;B!T:&4@<W1A<F)O87)D('-I9&4-"F]F('1H92!R861I
M;R!C;VUP87)T;65N="!R96%R(&)U;&MH96%D("AI="!P87ES(&1I=FED96YD
M<R!I;B!D971A:6P@<F5S;VQU=&EO;@T*=&\@=7-E('1H92!B87-E8F%N9"!V
M:61E;R!I;G!U="!O;B!Y;W5R(%16('-E="!R871H97(@=&AA;B!T:&4@4D8@
M;6]D=6QA=&]R(2DN#0H-"B`@(%1H92!C<FET:6-S('!A;FYE9"`B365M<&AI
M<R!"96QL92(L(&)U="!W:&%T('1H92!H96QL(&1O(%1(3U-%($)O>F]S(&MN
M;W<_#0I4:&5S92!D87ES+"!I9B!I="!A:6XG="!G;W0@4W1A;&QO;F4@;W(@
M4V-H=V%R='IE;F5G97(@:6X@:70L(&%P<&QY:6YG(&%N(%5Z:0T*=&\@979E
M<GEO;F4@:6X@<VEG:'0L(&ET)W,@;F]T('=O<G1H('1H96ER(&YO=&EC92X-
M"@T*("`@4F4N('1H92!&05@@=VET:"!T:&4@34-7(&ME>65D(&]V97(@:70Z
M('1H870@=V%S(&$@9&ER96-T;W(G<R!I9&5A(&]F('=H870-"D=E<FUA;B!N
M;VES92!J86UM:6YG('-O=6YD960@;&EK92P@22!S=7!P;W-E+@T*#0H@("!)
M(&9O=6YD('1H870@87-P96-T(&MI;F1A(&EN=&5R97-T:6YG+"!B96-A=7-E
M($DG=F4@8F5E;B!F87-C:6YA=&5D(&)Y('1H90T*=VAO;&4@<W5B:F5C="!O
M9B!J86UM:6YG(&9O<B!S;VUE('1I;64N#0H-"B`@(%1H92!-0U<@:6X@=&AE
M(&9I;&T@=V%S('-I;6EL87(@=&\@=&AE('-Y<W1E;2!T:&4@4V]V:65T<R!U
M<V5D(&]N(%)A9&EO#0I&<F5E($5U<F]P92!A;F0@5D]!+B!4:&4@4V]V:65T
M<R!U<V5D(&%T(&QE87-T('1W;R!S97!E<F%T92!J86UM:6YG(&YE='=O<FMS
M+`T*82!S:WEW879E("AF;W(@:VEL;&EN9R!R96-E<'1I;VX@:&%L9B!A(&-O
M;G1I;F5N="!A=V%Y*2P@86YD(&$@9W)O=6YD=V%V92`H9F]R#0IW:7!I;F<@
M;W5T(')E8V5P=&EO;B!I;B!L87)G92!M971R;W!O;&ET86X@87)E87,@;W(@
M;VX@82!R96=I;VYA;"!B87-I<RDL(&%L;`T*8V]N=')O;&QE9"!F<F]M('-O
M;64@8V5N=')A;"!P;VEN="X@02!M;VYI=&]R:6YG(&YE='=O<FL@86QL;W=E
M9"!T:&5M('1O(&-H96-K#0IO;B!T:&4@969F96-T:79E;F5S<R!O9B!J86UM
M:6YG(&EN(&$@9VEV96X@87)E82P@86YD('1H92!C;VYT<F]L('!O:6YT(&-O
M=6QD#0IP:6QE($U/4D4@:F%M;6EN9R!T<F%N<VUI='1E<G,@;VX@82!G:79E
M;B!F<F5Q=65N8WD@86YD(&%R96$@:68@;F5C97-S87)Y+@T*#0H@("!&;W(@
M=&AI<R!S>7-T96T@=&\@=V]R:RP@>6]U(&AA=F4@=&\@8F4@86)L92!T;R!I
M9&5N=&EF>2!T:&4@:F%M;65R<R!A;')E861Y#0II;B!U<V4[('1H=7,L(&5A

M8V@@:F%M;65R(&EN('1H92!N971W;W)K(&ED96YT:69I960@:71S96QF('!E
M<FEO9&EC86QL>2!I;B!-0U<-"BAM87EB92!O;F-E(&5V97)Y(#(@;W(@,R!M
M:6YU=&5S*2P@:6X@82!M86YN97(@<VEM:6QA<B!T;R!T:&%T(&AE87)D(&EN
M($UE;7!H:7,-"D)E;&QE+B!)="=S(&QO;F<@8F5E;B!R=6UO<F5D('1H870@
M:F%M;65R<R!I;G-I9&4@;V8@=&AE(%534U(@241E9"!W:71H('1W;PT*;&5T
M=&5R<RP@86YD(&IA;6UE<G,@:6X@=&AE('-A=&5L;&ET92!C;W5N=')I97,@
M241E9"!W:71H(&$@;&5T=&5R(&%N9"!O;F4-"F1I9VET+@T*#0H@("!)="!U
M<V5D('1O(&)E(')E86QL>2!I;G1E<F5S=&EN9R!T;R!W871C:"!T:&5S92!N
M:6=H=&QY(&)A='1L97,@87,@=&AE>2!G;W0-"G-T87)T960N($$@4F%D:6\@
M1G)E92!%=7)O<&4@=')A;G-M:71T97(@=V]U;&0@8V]M92!U<"!W:71H(&1E
M860@8V%R<FEE<BP@:G5S=`T*9V5T=&EN9R!T=6YE9"!U<"!F;W(@=&AE(&)R
M;V%D8V%S="X@0F5F;W)E('1H92!I;G1E<G9A;"!S:6=N86P@8V]U;&0@8F5G
M:6XL#0IT:&4@=VAO;W-H(&]F(&$@5D9/('=O=6QD(&)E(&AE87)D+"!Z97)O
M(&)E871I;F<N($]N8V4@=&AE(&EN=&5R=F%L('-I9VYA;`T*8F5G86X@86YD
M('!O<VET:79L>2!)1&5D('1H92!V:6-T:6TL('1H92!N;VES92!M;V1U;&%T
M:6]N("AU<W5A;&QY($%-(&EN(&9O<FTI#0IB96=A;BP@86YD($]42$52(&-A
M<G)I97)S(&-O=6QD(&)E(&AE87)D('=H;V]S:&EN9R!I;B!L:6ME('-H87)K
M<RX@3VYE(&)Y(&]N90T*=&AE>2!T;V\@=V]U;&0@<W1A<G0@=7`@=VET:"!T
M:&EE<B!R86-K970L(&%N(&]C8V%S:6]N86P@34-7(E(&9R;VT@96%C:"!R
M:6<-"G!O<'!I;F<@;W5T(&]F('1H92!M97-S+B!!<F]U;F0@,#`P,"!O<B`P
M,3`P(%540RP@=&AE(#(U(&UE=')E(&)A;F0@=V%S('!O8VLM#0IM87)K960@
M=VET:"!I;F%U9&EB;&4@4D9%(&]U=&QE=',L(&5A8V@@8G5R:65D('5N9&5R
M(#4@;W(@-B!N;VES92!J86UM97)S+@T*#0H@("!4;R!G:79E('EO=2!A;B!I
M9&5A(&IU<W0@:&]W(&5F9F5C=&EV92!T:&4@969F;W)T('=A<SH@9F]R('EE
M87)S+"!)('%U97-T+0T*:6]N960@:68@4D9%(&%C='5A;&QY(&5X:7-T960@
M870@86QL(2!);B!Y96%R<R!O9B!35TQI;F<L($DG9"!N979E<B!R96%L;'D-
M"FAE87)D(&%N(%)&12!S:6=N86P@;VX@=&AI<R!S:61E(&]F('1H92!!=&QA
M;G1I8RX@22!C;W5L9&XG="!F:6YD(%)&12!O=71L971S#0IU;G1I;"!)(&ED
M96YT:69I960@=&AE(&IA;6UE<G,@87,@=VAA="!T:&5Y('=E<F4L(%1(14X@
M=&AE(%)&12!O=71L971S(&)E8V%M90T*87!P87)E;G0N#0H-"B`@(%1H870@
M=V%S(&$@8FET(&]F9B!T:&4@0D$@=&AR96%D.R!)(&AO<&4@=&AE(%-U8FIE
M8W0@4&]L:6-E(&1O;B=T(&IU;7`@;VX-"FUE(&9O<B!I="$@("`Z+2D-"@T*
M("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@-S,G
M<RP-"@T*("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@
M("`@("`@("`@("`@(%1O;2P@2SE40OT*#0HM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2T-"@T*1&%T93H@1G)I+"`R,B!$96,@,3DY-2`Q.#HS-#HS
M-2`M,#4P,`T*1G)O;3H@<F]B97)T(&9O=VQE(#QH86UM87)L=6YD0'9O>6%G
M97(N;F5T/@T*5&\Z(&)O871A;F-H;W)S0'1H97!O<F-H+F-O;0T*0V,Z(&=L
M;W=B=6=S0'1H97!O<F-H+F-O;0T*4W5B:F5C=#H@07-T86EC(&UO9&5L(#<W
M(&UI8R!I;F9O(&YE961E9`T*365S<V%G92U)1#H@/#$Y.34Q,C(R,C,S-"Y3
M04$Q.#`P-4!V:7AA+G9O>6%G97(N;F5T/@T*#0I'<F5T=&EN9W,[#0H@("`@
M("`@(&%N>6)O9'D@:VYO=R!A;GET:&EN9R!A8F]U="!T:&4@07-T871I8R!M
M:6,@;6]D96P@-S<_#0IC87-T(&%L=6UI;G5M(&)R;V%D8V%S="!S='EL92!M
M:6,L(&AA<R!L;W<L(&UE9"P@:&EG:"!S971T:6YG<RX-"DD@<&5R<V]N86QL
M>2!N979E<B!K;F5W($%S=&%T:6,@;6%D92!A;GET:&EN9R!L:6ME('1H:7,N
M#0IT:&%N:W,@9F]R(&%N>2!I;G!U="X-"E)O8F5R="!&;W=L90T*=&AE($A!
M34U!4DQ53D0@:&ES=&]R:6%N#0IO:"X@-3$W+3<X.2TV-S(Q#0I%+6UA:6PZ
M($AA;6UA<FQU;F1`=FEX82YV;WEA9V5R+FYE=`T*#0H-"BTM+2TM+2TM+2TM

M+2TM+2TM+2TM+2TM+2TM+2TM+0T*#0I$871E.B!&<FDL(#(R($1E8R`Q.3DU
M(#$X.C0Q.C4P("TP-3`P#0I&<F]M.B!R;V)E<G0@9F]W;&4@/&AA;6UA<FQU
M;F1`=F]Y86=E<BYN970^#0I4;SH@8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M
M#0I#8SH@9VQO=V)U9W-`=&AE<&]R8V@N8V]M#0I3=6)J96-T.B!H86UM87)L
M=6YD(%!30RTQ,"!S<&5A:V5R<R!F<SH-"DUE<W-A9V4M240Z(#PQ.3DU,3(R
M,C(S-#$N4T%!,3@R.31`=FEX82YV;WEA9V5R+FYE=#X-"@T*:&%V92`U("AO
M<FEG:6YA;&QY(&QI<W1E9"`V(&9O<B`R.#`N,#`@<VAI<'!E9"D@8G5T+"!S
M965M<R!T:&5Y(&UA>2!M;W9E#0IB971T97(@87,@<VEN9VQE('5N:71S+B`@
M;F]W+"!I(&AA=F4@9&]N92!N;W1H:6YG('1O('1H97-E+"!T:&5Y(&UA>2!N
M965D('1O#0IB92!R92UC;VYE9"!T;R!S;W5N9"!G;V]D+"!A;F0@,B!D969I
M;F5T;'D@;F5E9"!R969I;G-H960L('1H92!O=&AE<G,@<VAO=6QD#0IC;&5A
M;B!U<"!T;R!B92!A="!L96%S="!P<F5S96YT86)L92X-"FEF(&EN=&5R97-T
M960@:6X@;VYE+"!I)VQL('-H:7`@=&AE;2!F;W(@)#4P(&5A+@T*=&AE<V4@
M87)E('1H92!U;FET('1H870L(&1E<&5N9&EN9R!O;B!C;VQO<B!M871C:"!T
M:&4@9F]L;&]W:6YG.@T*<W`M,C`P+W-P+30P,"]H<2TQ,CEX+"!T:&5S92!A
M<F4@,3`B(&IE;G-E;B!S<&5A:V5R<R!I;G-I9&4L(&%S('-U<'!L:65D#0IF
M<F]M($AA;6UA<FQU;F0N(&EF('EO=2!W;W5L9"!L:6ME(&]N92!O<B!M;W)E
M+"!C;VYT86-T(&UE(&%T('1H92!B96QO=R!I;F9O.@T*:&%P<'D@:&]L:61A
M>7,-"E)O8F5R="!&;W=L90T*=&AE($A!34U!4DQ53D0@:&ES=&]R:6%N#0I0
M:"X@-3$W+3<X.2TV-S(Q#0I%+6UA:6PZ($AA;6UA<FQU;F1`=FEX82YV;WEA
M9V5R+FYE=`T*#0H-"BTM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+0T*
M#0I$871E.B!&<FDL(#(R($1E8R`Y-2`Q-SHT."!#4U0-"D9R;VTZ(%1/32Y!
M+D%$04U30&UA:6PN861M:6XN=VES8RYE9'4-"E1O.B!B;V%T86YC:&]R<R5T
M:&5P;W)C:"YC;VU`=FUS+FUA8V,N=VES8RYE9'4-"E-U8FIE8W0Z(%)E+B!#
M;&5G9R!"02!I;G1E<F5S=`T*365S<V%G92U)1#H@/$9#34@T.#`P+D9#34@T
M.#$R0&UA:6PN861M:6XN=VES8RYE9'4^#0H-"G1O.B!B;V%T86YC:&]R<T!T
M:&5P;W)C:"YC;VT-"@T*("`@22=V92!G;W0@82`B.3EE<B(@:6X@=&AE(&=A
M<F%G92!T:&%T)W,@;VX@=&AE(&)A8VL@8G5R;F5R(')I9VAT(&YO=SL@22!N
M965D#0IA(&UA;G5A;"!A;F0@<V-H96UA=&EC+B!46"!I<R!D96%D+"!26"!S
M965M<R!T;R!H879E(&9R;VYT(&5N9"!P<F]B;&5M<RX-"@T*#0H@("`@("`@
M("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@5&]M+"!+.51!
M#0H-"@T*#0H-"@T*#0H-"@T*#0H-"BTM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+0T*#0I$871E.B!&<FDL(#(R($1E8R`Q.3DU(#$X.C4Y.C$T("TP
M-3`P#0I&<F]M.B!R;V)E<G0@9F]W;&4@/&AA;6UA<FQU;F1`=F]Y86=E<BYN
M970^#0I4;SH@8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M#0I#8SH@9VQO=V)U
M9W-`=&AE<&]R8V@N8V]M#0I3=6)J96-T.B!34"TV,#`M2E@M,30@0W5S=&]M
M(&)Y($AA;6UA<FQU;F0@9G,Z#0I-97-S86=E+4E$.B`\,3DY-3$R,C(R,S4Y
M+E-!03$X.38X0'9I>&$N=F]Y86=E<BYN970^#0H-"F=R971T:6YG<SL-"B`@
M("`@("`@869T97(@<V5V97)A;"!B:71E<RP@:71S('-T:6QL(&%V86EL:6)L
M92X@=&AI<R!I<R!O;F4@;V8@;&5S<R!T:&%N#0HU,"!U;FET<R!D;VYE('1H
M:7,@=V%Y(&)Y($AA;6UA<FQU;F0L(&9O<B!B:6<@=VEG<RP@96UB87-S>7,L
M(&%N9`T*86UB87-S:71O<G,L(&EN('1H92!G;W9E<FYM96YT+B`-"G1H92!/
M3DQ9(')E87-O;B!I="!I<R!F;W(@<V%L92P@:7,@8F5C875S92!M>2!W:69E
M<R!B97-T(&9R:65N9"!A;F0@:&5R(#,-"GEO=6YG(&MI9',L*#0@>7)S+"`S
M>7)S+"`F(#0@;6]N=&AS*2!A<F4@<W1R86YD960@:6X@1V5O<F=I82P@869T
M97(@9V]I;F<-"G1H97)E(&9O<B!T:&4@:&]L:61A>7,L(&%N9"!H879I;F<@
M:&5R(&-A<B!B<F5A:R!D;W=N(&)E>6]N9"!R97!A:7(N("@@:0T*:VYO=RP@
M;FEC92!G=7DI('=E;&PL('-H92!H87,@;F\@9F%M:6QY('1O(&AE;'`@:&5R

M+"!S;R!H97)E(&D@86TN(&EF('EO=7(-"FEN=&5R97-T960L('!R:6-E(&ES
M("0V-3`@<VAI<'!E9"P@:2=L;"!S:&EP(&%F=&5R('1H92`Q<W0N#0IA;F0@
M870@;&5A<W0@,B!P96]P;&4@:&5R92!O;B!"02!C86X@871T97-T('1O(&ET
M<R!C;VYD:71I;VX@86YD(&QO;VMS+@T*36%R8R!-96QU8V%S("8@0VAR:7,@
M1V%L8G)A:71H+"!B;W1H(&AA=F4@<V5E;B!A;F0@:&5A<F0@=&AI<R!B96%U
M=&EF=6P-"G5N:70N('-O+"!I9B!Y;W4@8V%N(&AE;'`@;64@:&5L<"!H97(@
M;W5T+"!G:79E(&UE(&$@8G5M<"X-"E!3.R!N965D('1O(&=E="!H97(@8F%C
M:R!B969O<F4@=&AE(#%S="!O9B!*86XN("AS:&4@<W1A<G-T(&-O;&QA9V4@
M=&AE(#-R9"D-"G-O(&D@;F5E9"!T:&4@8V%S:"!A<V%P+"!I)VT@:6X@;6EC
M:"X-"DUA;GD@=&AA;FMS+`T*4F]B97)T($9O=VQE#0IT:&4@2$%-34%23%5.
M1"!H:7-T;W)I86X-"E!H+B`U,3<M-S@Y+38W,C$-"D4M;6%I;#H@2&%M;6%R
M;'5N9$!V:7AA+G9O>6%G97(N;F5T#0H-"@T*+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM#0H-"D1A=&4Z($9R:2P@,C(@1&5C(#$Y.34@,3DZ,#8Z
M-#@@+3`U,#`-"D9R;VTZ(')O8F5R="!F;W=L92`\:&%M;6%R;'5N9$!V;WEA
M9V5R+FYE=#X-"E1O.B!B;V%T86YC:&]R<T!T:&5P;W)C:"YC;VT-"D-C.B!G
M;&]W8G5G<T!T:&5P;W)C:"YC;VT-"E-U8FIE8W0Z(&QO;VMI;F<@9F]R(&$@
M;6EL:71A<GD@;6%N=6%L#0I-97-S86=E+4E$.B`\,3DY-3$R,C,P,#`V+E1!
M03$Y,C,W0'9I>&$N=F]Y86=E<BYN970^#0H-"G=O=6QD(&QI:V4@=&\@9FEN
M9"!T:&4@9F]L;&]W:6YG(&UI;&ET87)Y(&UA;G5A;#H-"DUI;"U(1$)++3$V
M,0T*:68@>6]U(&AA=F4@<W5C:"!A;B!A;FEM86PL(&%N9"!D;VXG="!N965D
M(&ET+"!P;&5A<V4@;&5T(&UE(&MN;W<L(&UA>6)E('=E#0IC86X@<W=I;F<@
M<V]M92!T>7!E(&]F('-A;&4@;W(_#0IT:&%N:W,-"E)O8F5R="!&;W=L90T*
M=&AE($A!34U!4DQ53D0@:&ES=&]R:6%N#0I0:"X@-3$W+3<X.2TV-S(Q#0I%
M+6UA:6PZ($AA;6UA<FQU;F1`=FEX82YV;WEA9V5R+FYE=`T*#0H-"BTM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+0T*#0I$871E.B!&<FDL(#(R($1E
M8R`Q.3DU(#$Y.C(X.C$S("TP-3`P#0I&<F]M.B!R;V)E<G0@9F]W;&4@/&AA
M;6UA<FQU;F1`=F]Y86=E<BYN970^#0I4;SH@8F]A=&%N8VAO<G-`=&AE<&]R
M8V@N8V]M#0I#8SH@9VQO=V)U9W-`=&AE<&]R8V@N8V]M#0I3=6)J96-T.B!4
M34,@375L=&EC;W5P;&5R(&QI:V4@;F5W(&9S.@T*365S<V%G92U)1#H@/#$Y
M.34Q,C(S,#`R."Y404$R,#$R,T!V:7AA+G9O>6%G97(N;F5T/@T*#0IW:6QL
M('-E;&P@;7D@;&EK92!N97<L(%1-0R!!;G1E;FYA($UU;'1I8V]U<&QE<B!M
M;V1E;#H@04U#(#8@-2\W3U4-"G=I=&@@;6%N=6%L+B!R86-K(&UO=6YT+"!H
M86YD;&5S('-I>"!R96-I979E<G,L(&]F9B!O;F4@86YT96YN82X@('5S97,-
M"G-O+3(S.2!C;VYN96-T;W)S+B!G:79E<R`S(&1B(&=A:6XL('!L=7,@;F\@
M;W-C:6QA=&EO;B!B971W965N(')E8VEE=F5R<RX@#0HD,S4P('-H:7!P960@
M#0IT:&%N:W,-"E)O8F5R="!&;W=L90T*=&AE($A!34U!4DQ53D0@:&ES=&]R
M:6%N#0I0:"X@-3$W+3<X.2TV-S(Q#0I%+6UA:6PZ($AA;6UA<FQU;F1`=FEX
M82YV;WEA9V5R+FYE=`T*#0H-"BTM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+0T*#0I$871E.B!&<FDL(#(R($1E8R`Q.3DU(#$Y.C`X.C,X("TP-C`P
M("A#4U0I#0I&<F]M.B!";V(@4F]E:')I9R`\8G)O96AR:6=`861M:6XN875R
M;W)A+F5D=3X-"E1O.B!N-6]F9D!W-61D;"YA87)A+F]R9PT*0V,Z($UU;'1I
M<&QE(')E8VEP:65N=',@;V8@;&ES="`\8F]A=&%N8VAO<G-`=&AE<&]R8V@N
M8V]M/@T*4W5B:F5C=#H@4F4Z($UE;7!H:7,@0F5L;&4-"DUE<W-A9V4M240Z
M(#Q0:6YE+E5,5"XS+CDQ+CDU,3(R,C$Y,#<P,BXS.3@W0BTQ,#`P,#!`861M
M:6XN875R;W)A+F5D=3X-"@T*3VX@1G)I+"`R,B!$96,@,3DY-2!N-6]F9D!W
M-61D;"YA87)A+F]R9R!W<F]T93H-"@T*/B!7:&5N(")-;W1H97(@86YD($-O
M=6YT<GDB(&-O;&QI9&5D('=I=&@@=&AE($=E<FUA;B!F:6=H=&5R+"!T:&4@
M34(@#0H^(')A9&EO(&]P('!U="!O=70@82!C86QL('1O('1H96TN("!(92!G

M;W1S(&$@9F5W('-C<F5A;7,@;VX@=F]I8V4L(`T*/B!T:&5N(&$@,3(P(&QI
M;F4@<&5R(&UI;G5T92!&05@@<VEG;F%L+"!T:&5N(&$@2R!I;B!#5RX-"@T*
M5V5L;"P@<&5R:&%P<R!I="!W87,@<F5A;&QY(&$@1V5R;6%N($AE;&QS8VAR
M96EB97(@.BTI($DG=F4@;F5V97(@:&5A<F0-"F]N92!O9B!T:&]S92!O;B!T
M:&4@86ER(&)U="!I="!S;W5N9"!A(&QO="!L:6ME($9!6"X-"C<S(&%N9"!S
M96%S;VXG<R!G<F5E=&EN9W,@=&\@86QL("T@9&4@2SE%54D-"@T*#0H-"BTM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+0T*#0I$871E.B!&<FDL(#(R
M($1E8R`Q.3DU(#$Y.C(P.C,T("TP-C`P("A#4U0I#0I&<F]M.B!";V(@4F]E
M:')I9R`\8G)O96AR:6=`861M:6XN875R;W)A+F5D=3X-"E1O.B!0971E<B!&
M97)R86YD(#QP9F5R<F%N9$!S8V]O="YN971I<RYC;VT^#0I#8SH@375L=&EP
M;&4@<F5C:7!I96YT<R!O9B!L:7-T(#QB;V%T86YC:&]R<T!T:&5P;W)C:"YC
M;VT^#0I3=6)J96-T.B!293H@2&5A=&@@3'5N8VAB;W@@;VX@.#`@;W(@-#`_
M/S\-"DUE<W-A9V4M240Z(#Q0:6YE+E5,5"XS+CDQ+CDU,3(R,C$Y,3@Q,RXY
M.#0Q02TQ,#`P,#!`861M:6XN875R;W)A+F5D=3X-"@T*3VX@1G)I+"`R,B!$
M96,@,3DY-2P@4&5T97(@1F5R<F%N9"!W<F]T93H-"CX@/B`-"CX@/B!(87,@
M86YY;VYE(&5V97(@8V]N<VED97)E9"!T86MI;F<@82`H2E5.2T52*2!(96%T
M:"!,=6YC:&)O>"`-"CX@/B!T<F%N<V-E:79E<B!A;F0@;6]D:69Y:6YG(&ET
M('1O(')U;B!O;B!O;F4@;V8@=&AE($A&#0H^(#X@:&%M8F%N9',_(%1A:V4@
M;W5T('1H92!D;W5B;&5R+71R:7!L97(M=')I<&QE<B!S96-T:6]N+"`-"CX@
M/B!U<V4@8V]M<&]N96YT<R!F;W(@.#!M+BXN+GEO=2!W;W5L9"!T:&5N(&AA
M=F4@86X@.#!M('-U<&5R<F5G96X-"@T*1&]N)W0@:VYO=R!A8F]U="!T:&4@
M(FQU;F-H8F]X(B!B=70@8F%C:R!I;B!T:&4@)S4P)W,@;W5R(&-L=6(@*$9O
M>`T*4FEV97(@4F%D:6\@3&5A9W5E*2!I;B!!=7)O<F$L($E,+B!M861E(&$@
M8G5N8V@@;V8@(D-L=6(@4V%V97)S(@T*=VAI8V@@=V5R92!A;&]N9R!T:&4@
M<V%M92!L:6YE+B!!(&9R:65N9"!O9B!M:6YE(&1I9"!C;VYV97)T(&]N92!T
M;PT*96ET:&5R(#$P(&]R(#$U(&UE=&5R<R!A;F0@:&%D(&$@8F%L;"!W:71H
M(&ET+@T*#0I";V(L($LY155)#0H-"@T*+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM#0H-"D1A=&4Z(%-A="P@,C,@1&5C(#$Y.34@,3(Z,S<Z,S0@
M*S$Q,#`-"D9R;VTZ(&UO<G)I<V]`=FEF<"YM;VYA<V@N961U+F%U("A-;W)R
M:7,@3V1E;&PI#0I4;SH@8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M#0I3=6)J
M96-T.B!293H@4F5;,ETZ($AE<G1Z.B!.;R$-"DUE<W-A9V4M240Z(#PQ.3DU
M,3(R,S`Q,S<N34%!,#0U,#A`8G)A:6XN=FEF<"YM;VYA<V@N961U+F%U/@T*
M#0H^07,@2&%N:R!686X@0VQE968@<V%I9`T*#0H^3VYE('!L86-E('=H97)E
M(&EN=&5R;F%T:6]N86P@=7-A9V4@:7,@3D]4(&UE=')I8R!I<R!I;B!A=FEA
M=&EO;BX-"@T*5&AE(&]T:&5R(&5X86UP;&4@;V8@=&AI<R!I<R!I<R!I;B!M
M961I8VEN92X@5V4@;65A<W5R92!B;&]O9"!P<F5S<W5R92!I;@T*;6EL;&EM
M971R97,@;V8@;65R8W5R>2`H<F5F97)R:6YG('1O('1H92!"02!O9B!B;V]D
M('!R97-S=7)E(&UA8VAI;F5S('1H870-"G5S92!M97)C=7)Y(&-O;'5M;B!M
M86YO;65T97)S*2X@5&AE<F4@=V%S(&%N(&%T=&5M<'0@82!F97<@>65A<G,@
M86=O('1O#0IR969E<B!T;R!"4"!I;B!K:6QO<&%S8V%L<R!O<B!S;VUE('-U
M8V@@=&AI;F<@8G5T(&ET(&1I960@82!W96QL(&1E<V5R=F5D#0IP<F5M871U
M<F4@9&5A=&@N#0H-"DUO<G)I<R!62S-$3T,-"FUO<G)I<V]`=FEF<"YM;VYA
M<V@N961U+F%U#0H-"@T*+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M#0H-"D1A=&4Z($9R:2P@,C(@1&5C(#DU(#(P.C(P($-35`T*1G)O;3H@2F%K
M92!(96QL8F%C:"`\:VLU:'E`86-C97-S8V]M+FYE=#X-"E1O.B!B;V%T86YC
M:&]R<T!T:&5P;W)C:"YC;VT-"E-U8FIE8W0Z($AE;'`@:61E;G1I9GD@8F%T
M=&5R>0T*365S<V%G92U)1#H@/#$Y.34Q,C(S,#(R,"Y504$Q-3(V-$!U<F\N
M=&AE<&]R8V@N8V]M/@T*#0I(96QL;R!T;R!A;&PL#0I)(&AA=F4@82!B871T

M97)Y('1H870@22!W;W5L9"!L:6ME('1O(&MN;W<@=&AE(&]R:6=I;B!A;F0@
M=VAA="!I="!M87D@:&%V90T*8F5E;B!U<V5D(&9O<BX-"@T*5&AE(&1E<V-R
M:7!T:6]N(&ES.@T*#0I#;&5A<B!G;&%S<R!J87(@86)O=70@,2!G86QL;VX@
M:6X@<VEZ92`W(B!D:6$N(&%N9"`Q,"(@=&%L;"X@5&AE<F4@:7,@;VYL>2!A
M#0IS;6%L;"!M87)K:6YG(&]N('1H92!J87(@=&AA="!L;V]K<R!L:6ME(&$@
M<VED97=A>7,@=VES:&)O;F4@<VAA<&4L(&YO(&]T:&5R#0IM87)K:6YG<RX-
M"@T*0V5R86UI8R!T;W`@=&AA="!S:71S(&]N('1H92!T;W`@;V8@=&AE(&=L
M87-S(&IA<BP@=&]P(&AA<R!T:&4@;F%M92`B141)4T].(@T*86YD(")-041%
M($E.(%5302(@:6X@<F%I<V5D(&QE='1E<G,N#0H-"E-U<W!E;F1E9"!F<F]M
M('1H92!T;W`@87)E(#4@>FEN8R!P;&%T97,@=VET:"`T(&-A<F)O;B!P;&%T
M97,@8F5T=V5E;B!T:&5M#0IT:&%T(&AA=F4@8V5R86UI8R!I;G-U;&%T;W)S
M('1O('-E<&%R871E('1H92!P;&%T97,N(%!L871E<R!A<F4@-"XU(B!W:61E
M#0IA;F0@-2(@=&%L;"X-"@T*26X@=&AE(&-E;G1E<B!O9B!T:&4@=&]P(&ES
M(&$@8G)A<W,@<W1U9"!W:71H(&$@8G)A<W,@=VEN9R!N=70@9F]R#0IC;VYN
M96-T:6]N(&]F('1H92!P;'5S('-I9&4@;V8@=&AE(&)A='1E<GDN(%1H97)E
M(&ES(&$@<VUA;&P@:&]L92!O;B!O;F4-"F5D9V4@;V8@=&AE('1O<"!F;W(@
M82!W:7)E('1H870@;&5A9',@:6YT;R!T:&4@:F%R('1H870@8V]N;F5C=',@
M=&\@=&AE('II;F,-"G!L871E<R!F;W(@=&AE(&YE9V%T:79E('-I9&4N#0H-
M"@T*5&AA;FMS+"!*86ME($M+-4A9#0HK*RLK*RLK*RLK*RLK*RLK*RLK*RLK
M*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*PT*
M16UA:6P@=FEA.B!K:S5H>4!A8V-E<W-C;VTN;F5T#0I#:&5C:R!O=70@=&AE
M(%=E<W1S:61E($%20R!796(@<&%G92!A=#H@#0IH='1P.B\O=W=W+F%C8V5S
M<V-O;2YN970O?FMK-6AY#0I5<&1A=&5D('=I=&@@8F]A=&%N8VAO<B!L:6YK
M<PT**RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK
M*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RL-"@T*#0HM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@1G)I+"`R,B!$96,@,3DY-2`Q.3HT
M,#HQ-"`M,#@P,`T*1G)O;3H@8V)M8F5S=$!I>"YN971C;VTN8V]M("A287D@
M1&5N;FES("D-"E1O.B!B;V%T86YC:&]R<T!T:&5P;W)C:"YC;VT-"E-U8FIE
M8W0Z($%N>2!(96%T:"!(02TQ-"!U<V5R<R!O=70@=&AE<F4_#0I-97-S86=E
M+4E$.B`\,3DY-3$R,C,P,S0P+E1!03`P,S,W0&EX.2YI>"YN971C;VTN8V]M
M/@T*#0I/;F4@;V8@;7D@9F%V;W)I=&4@<&EE8V5S(&]F(&5Q=6EP;65N="!I
M<R!A($AE871H($A!+3$T(&QI;F5A<B`-"F%M<&QI9FEE<BX@($ET('=A<R!A
M8W1U86QL>2!S;VQD(&%S(&$@;6]B:6QE(&%M<&QI9FEE<B!B=70@=&AE<F4@
M=V%S(&%N(`T*04,@<&]W97(@<W5P<&QY(&%V86EL86)L92!T;V\N("!4:&4@
M8VER8W5I="!I<R!V97)Y('-I;6EL87(@=&\@=&AE(`T*4T(M,C`P(&%N9"!T
M:&4@86UP(&ET<V5L9B!I<R!A8F]U="!T:&4@<VEZ92!O9B!A(&QA<F=E(&)O
M;VLN("!296%L(`T*8W5T92$@($D@86T@<W1I;&P@=7-I;F<@;6EN92TM=V]U
M;&1N)W0@9VEV92!I="!U<"!F;W(@86YY=&AI;F<N#0H-"DES(&%N>6]N92!E
M;'-E('5S:6YG(&]N92P@;W(@9&\@>6]U(&AA=F4@<V]M92!S=&]R:65S('1O
M('-H87)E(&%B;W5T(`T*=&AE($A!+3$T/PT*#0I287D@5S!$40T*#0HM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@1G)I+"`R,B!$
M96,@,3DY-2`R,CHT-SHS-"`M,#8P,"`H0U-4*0T*1G)O;3H@1FER92!";W1T
M;&4@87)C:&EV92!H86YD;&5R(#QF:7)E8F]T;$!J86-K871A:RYT:&5P;W)C
M:"YC;VT^#0I4;SH@8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M#0I3=6)J96-T
M.B!->2!W:7-H(&9O<B!T:&4@3F5W(%EE87(N+BX-"DUE<W-A9V4M240Z("`\
M.34Q,C(R,C(T-RYA83`Y,C4V0&IA8VMA=&%K+G1H97!O<F-H+F-O;3X-"@T*
M:7,@=&AA="!E=F5R>6]N92!S:&]W(&UO<F4@8V]N<VED97)A=&EO;B!F;W(@
M979E<GEO;F4@;VX@=&AE(&QI<W0N+BX-"@T*5&AI<R!H87,@8F5E;B!A('=O

M;F1E<F9U;"!E>'!E<FEE;F-E+"!A;F0@=&AI<R!L:7-T(&ES(&$@;6%R=F5L
M;W5S(`T*<&QA8V4@9F]R(&UE('1O(&AA;F<@;W5T(&%N9"!E;FIO>2!T:&4@
M8V]M<&%N>2!O9B!F;VQK<R!W:&\@96YJ;WD@=&AE(`T*<V%M92!T:&EN9W,N
M#0H-"DQE="!U<R!T86ME('1H92!T:6UE('1O(&5D:70@9&]W;B!T:&4@=&5X
M="!W92!I;F-L=61E+B!&;W(@=&AE(&UO;65N="P@#0I))V0@;&EK92!T;R!O
M=F5R;&]O:R!T:&4@;V)V:6]U<R!B86YD=VED=&@@;&]G:6,@9F]R('1H:7,L
M(&%N9"!P;VEN="`-"F]U="!T:&4@(FEN=&5L;&5C='5A;"(@:6YV97-T;65N
M="!W92!A;&P@<VAO=6QD(&UA:V4Z(&EF('EO=2!C86XG="!B92`-"F)O=&AE
M<F5D('1O(&5D:70@=&AE('-U8FUI<W-I;VXL(&%N9"!R96UO=F4@=&AE('1E
M>'0@=&AA="!I<VXG="`-"G)E;&%T960@=&\@=VAA="!Y;W4@87)E('!O<W1I
M;F<@*%=/4E-4(%!/4U-)0DQ%.B!7:'D@:6YC;'5D92!T:&4@#0IH96%D97)S
M(&9R;VT@86YO=&AE<B!P;W-T/R!/<BP@=&AE("YS:6<@8FQO8VL@870@=&AE
M(&5N9"D@<V\@=VAA="!W92`-"FAA=F4@<F5P<F5S96YT<R!A($YE="!!9&1I
M=&EO;B!T;R!T:&4@;&ES="XN+@T*#0I,970G<R!A;&P@=')Y('1O('1R96%T
M(&5A8V@@;W1H97(@=VET:"!R97-P96-T(&%N9"!D:6=N:71Y+"!A;F0@;F]T
M(`T*<&]I;G0@9FEN9V5R<RP@8V%L;"!E86-H(&]T:&5R(&YA;65S+"!O<B!D
M:7-P;&%Y(&]U<B!F86YA=&EC86P@#0IP87)O8VAI86QI<VTL(&YO="!M871T
M97(@:&]W('=E;&PM<&QA8V5D(&ET(&UI9VAT(&)E+BXN(#M>*0T*#0I,970G
M<R!M86ME(&]U<B!S=6)M:7-S:6]N<R!T;R!T:&4@;&ES="!W;W)T:"!R96%D
M:6YG+"!E9&ET(&9O<B`-"F-L87)I='DL(&%N9"!I;F-L=61E(&]N;'D@=&AE
M('1E>'0@9G)O;2!A('!R979I;W5S('!O<W0@=&AA="!I<R`-"E)%455)4D5$
M('1O(&UA:V4@>6]U<B!P;VEN="XN+B!T:&5R92!I<R!N;R`J9V]O9"H@97AC
M=7-E+"!S879E(`T*;&%Z:6YE<W,@;W(@;&%C:R!O9B!C;VYS:61E<F%T:6]N
M(&]F('1H92!R97-T(&]F('1H92!L:7-T+"!F;W(@#0II;F-L=61I;F<@86QL
M(&]F(&$@<')E=FEO=7,@<&]S="!W:71H(&$@(DUE+"!T;V\A(B!C;VUM96YT
M+BXN(&UA:V4@#0IT:&%T(&]N92!T;R!Y;W5R(&UO;FET;W(@86YD('-A=F4@
M=&AE(&QI<W0@9G)O;2!S=6-H(&)A;F%L(')E;6%R:W,N+BX-"@T*4V\L($DG
M;2!N;W0@<F5A;"!G<F5E9'DL(&%N9"!)(&1O;B=T(&5X<&5C="!A;&P@=&AE
M<V4@=&AI;F=S+"!S;RP@22=L;"`-"G-E='1L92!F;W(@='=O(&]U='1A('1H
M<F5E(2`[7BD-"@T*2&%P<'D@2&]L:61A>7,L('EA)VQL(&%N9"!A('9E<GD@
M2&%P<'D@86YD(%!R;W-P97)O=7,@3F5W(%EE87(@=&\@06QL(0T*+2T-"C<S
M#0I*86-K+"!7-%!05"]-;V)I;&4@*#<U32!34T(@,BUL971T97(@5T%3(",Q
M-C4W+R,Q-S@Y("TM(&)O=&@@86QL(&UO8FEL92$@.UXI#0H@("`@("`@("`@
M("`M("T@+2!";V%T06YC:&]R($UA:6QI;F<@3&ES="!!<F-H:79E<B]/=VYE
M<B`M("T@+0T*9FER96)O=&Q`:F%C:V%T86LN=&AE<&]R8V@N8V]M("`@("`M
M+2TM("`@(&QI<W1O=VY`:F%C:V%T86LN=&AE<&]R8V@N8V]M#0H-"@T*+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM#0H-"D1A=&4Z(%-A="P@,C,@
M1&5C(#$Y.34@,#`Z,#@Z,3$@+3`U,#`-"D9R;VTZ(')O8F5R="!F;W=L92`\
M:&%M;6%R;'5N9$!V;WEA9V5R+FYE=#X-"E1O.B!B;V%T86YC:&]R<T!T:&5P
M;W)C:"YC;VT-"D-C.B!G;&]W8G5G<T!T:&5P;W)C:"YC;VT-"E-U8FIE8W0Z
M($%S=&%I8R!M;V1E;"`W-R!I;F9O.B`@=&AA;FMS('1O(&%L;`T*365S<V%G
M92U)1#H@/#$Y.34Q,C(S,#4P."Y!04$P,3<P,T!V:7AA+G9O>6%G97(N;F5T
M/@T*#0I4:&%N:R!Y;W4@=&]O(&%L;"!W:&\@<V5N="!I;F9O+BX@22!N;W<@
M:VYO=R!M;W)E('1H86X@:2!D:60N#0I2;V)E<G0@1F]W;&4-"G1H92!(04U-
M05),54Y$(&AI<W1O<FEA;@T*4&@N(#4Q-RTW.#DM-C<R,0T*12UM86EL.B!(
M86UM87)L=6YD0'9I>&$N=F]Y86=E<BYN970-"@T*#0HM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@,C,@1&5C(#DU(#`T.C,V.C0T
M($535`T*1G)O;3H@0FEL;"!-96%R82`\-S0U,S<N,3$P,$!C;VUP=7-E<G9E

M+F-O;3X-"E1O.B!M=6QT:7!L92!R96-I<&EE;G1S(#QB;V%T86YC:&]R<T!T
M:&5P;W)C:"YC;VT^#0I3=6)J96-T.B`X,"!M971E<B!L=6YC:&)O>&5S(0T*
M365S<V%G92U)1#H@/#DU,3(R,S`Y,S8T-%\W-#4S-RXQ,3`P7T5(2#(W+3)`
M0V]M<'5397)V92Y#3TT^#0H-"EEO=2!K;F]W+"!)(&AA=F4@82!C;W5P;&4@
M;V8@2&5A=&@@3'5N8VAB;WAE<R!S:71T:6YG(&AE<F4N("!4:&5Y('=E<F4@
M<75I971L>0T*;6EN9&EN9R!T:&5I<B!O=VX@8G5S:6YE<W,L('5N=&EL(%1(
M050@34534T%'12`@9G)O;2!!;F1Y(&-A;64@=&AR;W5G:"X@($YO=PT*=&AE
M>2!S965M960@9&5S=&EN960@=&\@96YD('1H96ER(&QI=F5S(&]N(#@P(&UE
M=&5R<RX@($=R96%T(&ED96$@06YD>2P@8G5T('EO=7(-"G-U9V=E<W1I;VX@
M:7,@<W5R92!T;R`@<')O=FED92!L;W1S(&]F(&YE=R!M871E<FEA;"!F;W(@
M=&AE")#;VYF97-S:6]N<R(-"G1H<F5A9"$@("`-"C<S("!F<F]M($)I;&P@
M($XR0U%2+TA)."`@(#<T-3,W+C$Q,#!`8V]M<'5S97)V92YC;VT@#0I3;V]N
M('1O(&)E(')U;FYI;F<@86X@.#`@;65T97(@04T@;'5N8VAB;W@A(`T*#0H-
M"BTM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+0T*#0I$871E.B`R,R!$
M96,@.34@,#0Z,S8Z,S@@15-4#0I&<F]M.B!":6QL($UE87)A(#PW-#4S-RXQ
M,3`P0&-O;7!U<V5R=F4N8V]M/@T*5&\Z(&UU;'1I<&QE(')E8VEP:65N=',@
M/&)O871A;F-H;W)S0'1H97!O<F-H+F-O;3X-"E-U8FIE8W0Z(%-+3B!R:6<-
M"DUE<W-A9V4M240Z(#PY-3$R,C,P.3,V,SA?-S0U,S<N,3$P,%]%2$@R-RTQ
M0$-O;7!U4V5R=F4N0T]-/@T*#0I*969F("T@22=M(&%L;6]S="!E;6)A<G)A
M<W-E9"!T;R!S87D@=&AA="!M>2!32TX@<FEG(&)E(&UY(')E9W5L87(@<FEG
M(2`@1')A:V4-"C(M0BP@2%0M,S<@86YD('1H92!O<F1I;F%R>2!S=')A:6=H
M="!K97D@=&AA="!)(&YO<FUA;&QY('5S92$@("!,87-T('EE87(@22!M861E
M#0IO;F4@8V]N=&%C="!W:71H(&%N($A7+3@@86YD(&$@9&EP;VQE(&9R;VT@
M9G)I9VED($Y9('-T871E+B`-"E1H:7,@>65A<B!))VQL(&)E(&EN(&9R;VYT
M(&]F(&)O871A;F-H;W)S+"!B=70@:6X@4V%N=&\@1&]M:6YG;R!)(&AA=F4@
M;F\@;F5E9`T*9F]R($)!('-H86-K(&AE871I;F<A("!(;W!E('1O('=O<FL@
M>6]U(&]N(%-+3BX@(`T*-S,A("!":6QL("!.,D-14B](23@-"C<T-3,W+C$Q
M,#!`8V]M<'5S97)V92YC;VT@#0I386YT;R!$;VUI;F=O+"!$;VUI;FEC86X@
M4F5P=6)L:6,@#0I2=6YN:6YG.B!(5"TS-RP@,BU"+"!(5RTQ,#$L($A1+3$P
M,"`H=VET:"!34"TV,#`-"F%N9"!36"TT,R!A=V%I=&EN9R!R97!A:7)S*0T*
M#0H-"BTM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+0T*#0I$871E.B`R
M,R!$96,@.34@,#4Z,#$Z,S(@15-4#0I&<F]M.B!":6QL($UE87)A(#PW-#4S
M-RXQ,3`P0&-O;7!U<V5R=F4N8V]M/@T*5&\Z(&UU;'1I<&QE(')E8VEP:65N
M=',@/&)O871A;F-H;W)S0'1H97!O<F-H+F-O;3X-"E-U8FIE8W0Z($A1+3$P
M,"!P87)T<PT*365S<V%G92U)1#H@/#DU,3(R,S$P,#$S,E\W-#4S-RXQ,3`P
M7T5(2#4T+3%`0V]M<'5397)V92Y#3TT^#0H-"DIO:&XZ("!)(&=O="!T:&4@
M;W)I9VEN86P@;6%N=6%L('=E;B!)(&)O=6=H="!M>2!(42TQ,#`@870@82!$
M;VUI;FEC86X@:&%M9F5S="!A#0IF97<@>65A<G,@86=O+B`@5&AE(&UA;G5A
M;"!H87,@:&5L9"!T;V=E=&AE<B!V97)Y('=E;&P@*&5S<&5C:6%L;'D@8V]N
M<VED97)I;F<-"G1H870@:70@<&%S<V5D(&%L;"!T:&5S92!Y96%R<R!I;B!T
M:&4@=&AE('1R;W!I8W,A*2!A;F0@;&]O:W,@9W)E870@<VET=&EN9R!N97AT
M#0IT;R!T:&4@<F%D:6\N($QO=',@;V8@;F5A="!A;FYO=&%T:6]N<R!B>2!P
M<F5V:6]U<R!O=VYE<G,N("!9;W4@9V5T(&$@<V5N<V4@;V8-"G=H870@=&AE
M>2!W97)E(&QI<W1E;FEN9R!T;RX@($D@8V]U;&0@<V5N9"!Y;W4@82!C;W!Y
M(&]F('1H92!S8VAE;6%T:6,@86YD(&%N>0T*;W1H97(@:6YF;R!Y;W4@;F5E
M9"X@($QE="!M92!K;F]W+B`@(`T*-S,A("!":6QL("!.,D-14B](23@-"C<T
M-3,W+C$Q,#!`8V]M<'5S97)V92YC;VT@#0I386YT;R!$;VUI;F=O+"!$;VUI
M;FEC86X@4F5P=6)L:6,@#0I2=6YN:6YG.B!(5"TS-RP@,BU"+"!(5RTQ,#$L

M($A1+3$P,"`H=VET:"!34"TV,#`-"F%N9"!36"TT,R!A=V%I=&EN9R!R97!A
M:7)S*0T*#0H-"BTM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+0T*#0I$
M871E.B!3870L(#(S($1E8R`Q.3DU(#`T.C`T.C$P("TP-C`P#0I&<F]M.B!"
M:6QL(%-O<G-B>2`\8FEL;"YS;W)S8GE`9&QE<#$N:71G+G1I+F-O;3X-"E1O
M.B!B;V%T86YC:&]R<T!T:&5P;W)C:"YC;VT-"E-U8FIE8W0Z($YA=&EO;F%L
M($-O;7!A;GD@5')A;G-M:71T97(-"DUE<W-A9V4M240Z(#PQ.3DU,3(R,S$P
M,#0N14%!,30W,SA`9&QE<#$N:71G+G1I+F-O;3X-"@T*1W)E971I;F=S($)O
M871!;F-H;W)I=&5S.PT*#0I!(&YU;6)E<B!O9B!T:6UE<R!O;B!T:&4@;&ES
M="!))W9E('-E96X@<F5F97)E;F-E('1O('1H92!F86-T('1H870@3F%T:6]N
M86P-"F1I9"!N;W0@;6%K92!T<F%N<VUI='1E<G,N("!$96-E;6)E<B`Q.3,X
M(%%35"P@:&]W979E<BP@8V%R<FEE<R!A(&9U;&P@<&%G90T*860@9F]R(&$@
M(C8P,"!W871T(B!.871I;VYA;"!#;VUP86YY('1R86YS;6ET=&5R+B!4:&ES
M('1R86YS;6ET=&5R(&-O;G-I<W1S#0IO9B`U(')A8VL@;6]U;G0@87-S96UB
M;&EE<R!W:&EC:"!A<F4@<VAO=VX@:6X@82!R86-K('-T86YD:6YG(&%B;W5T
M(#8@9F5E=`T*:&EG:"X@(%1E>'0@;V8@=&AE(&%D(&ES(&%S(&9O;&QO=W,Z
M#0H-"B)4:&4@3F%T:6]N86P@-C`P+7=A='0@5')A;G-M:71T97(@:7,@<V\@
M=&AO<F]U9VAL>2!E;F=I;F5E<F5D('1H870@=&AE#0IN97=C;VUE<B!C86X@
M<')O8V5E9"!W:71H(&-O;F9I9&5N8V4L('EE="!T:&4@=6YI=',@87)E('-O
M(&9L97AI8FQE('1H870-"G1H97D@86QL;W<@=&AE(&-O;G-T<G5C=&]R(&%L
M;6]S="!C;VUP;&5T92!F<F5E9&]M(&EN(&)U:6QD:6YG('1O('-U:70@:&ES
M#0IO=VX@<&%R=&EC=6QA<B!R97%U:7)E;65N=',N("!4:&4@8F%S:7,@;V8@
M=&AE(#8P,"UW871T(%1R86YS;6ET=&5R(&ES('1H90T*<V5T(&]F($9O=6YD
M871I;VX@56YI=',L('!A;F5L<R!A;F0@8VAA<W-I<R!C;VUP;&5T96QY(&9I
M;FES:&5D(&%N9"!R96%D>0T*9F]R(&%S<V5M8FQY+"!S=7!P;&EE9"!W:71H
M('1H92!N96-E<W-A<GD@<W!E8VEA;"!P87)T<R!A;F0@:&%R9'=A<F4N("!4
M:&4-"G!O=V5R('-U<'!L>2!A;F0@;6]D=6QA=&]R(&-H87-S:7,@87)E('!U
M;F-H960@=&\@<F5C96EV92!S=&%N9&%R9`T*5&AO<F1A<G-O;B!#2%0@=6YI
M=',L(&-O;6)I;FEN9R!C;VYV96YI96YC92!A;F0@<F5L:6%B:6QI='D@870@
M;&]W(&-O<W0N#0I-;W)E(&-O;7!L971E(&EN9F]R;6%T:6]N(&]N('1H:7,@
M969F:6-I96YT(&%N9"!E8V]N;VUI8V%L('1R86YS;6ET=&5R('=I;&P-"F)E
M(&9O=6YD(&EN('1H92!.871I;VYA;"`B-C`P+7=A='0@5')A;G-M:71T97(B
M($)O;VML970L(&YE=VQY(')E=FES960L(&%N9`T*:6X@=&AE($YA=&EO;F%L
M($-A=&%L;V=U92P@8F]T:"!A=F%I;&%B;&4@9G)O;2!Y;W5R(&1E86QE<BXB
M(`T*#0I/8G9I;W5S;'DL('1H:7,@:71E;2!W;W5L9"!B92!A(&UU<W0M:&%V
M92!F;W(@86YY('-E<FEO=7,@3F%T:6]N86P-"F-O;&QE8W1O<B$@($AM;6TN
M+BXL('=O;F1E<B!H;W<@;6%N>2!W97)E(&UA9&4N#0H-"D%N>6)O9'D@979E
M<B!R=6X@86-R;W-S(&$@2F]H;G-O;B!R96-E:79E<C\-"@T*4F5G87)D<RP-
M"D)I;&P@4V]R<V)Y+"!.-4)5("`@("`@("`@8FEL;"YS;W)S8GE`9&QE<#$N
M:71G+G1I+F-O;0T*#0H-"BTM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+0T*#0I$871E.B!3870L(#(S($1E8R`Q.3DU(#`T.C0Y.C4V("TP-C`P#0I&
M<F]M.B!F9VEL;6]R94!W;V]D=&5C:"YC;VT-"E1O.B!K<S!F0&)A<VEC+FYE
M="P@375L=&EP;&4@<F5C:7!I96YT<R!O9B!L:7-T(#QB;V%T86YC:&]R<T!T
M:&5P;W)C:"YC;VT^#0I3=6)J96-T.B!293H@57!P97(@8V%S92Q6:6MI;F<@
M26YV861E<G,L2%)/(&-O:6QS+"!32TX-"DUE<W-A9V4M240Z(#PQ.3DU,3(R
M,S$P-#DN14%!,3DQ.#%`9WAL+G=O;V1T96-H+F-O;3X-"@T*5VAE;B!)('=A
M<R!W;W)K:6YG(&9O<B!T:&4@05)23"!A;F0@<'5T=&EN9R!I;B!S;VUE('1I
M;64@87,@86X@;W`@870@,4%7('=E('5S960@#0I#5R!M:6QL<R!T:&%T('=E
M<F4@=7!P97(@8V%S92!O;FQY+B`@3&%T97(@<V%W(&UO<F4@;V8@=&AE;2!I

M;B!M>2!E87)L>2!D87ES(&%S(`T*82!P;VQI8V4@<F%D:6\@;W!E<F%T;W(@
M8F5F;W)E($D@=V5N="!O;B!T:&4@<F]A9"X@($-O;G9E;FEE;G0N#0H-"C<S
M+`T*#0I&<F%N:R!+,$I02B!E>"U7-5!66"`N+BXM+BT-"@T*+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM#0H-"D1A=&4Z(%-A="P@,C,@1&5C(#$Y
M.34@,#<Z-#,Z,SD@+3`V,#`-"D9R;VTZ($)I;&P@4V]R<V)Y(#QB:6QL+G-O
M<G-B>4!D;&5P,2YI=&<N=&DN8V]M/@T*5&\Z(&)O871A;F-H;W)S0'1H97!O
M<F-H+F-O;0T*4W5B:F5C=#H@2&%L;&EC<F%F=&5R)W,@0VAR:7-T;6%S($UE
M<W-A9V4-"DUE<W-A9V4M240Z(#PQ.3DU,3(R,S$S-#,N2$%!,3<X-#%`9&QE
M<#$N:71G+G1I+F-O;3X-"@T*#0H-"DAE<F4@:7,@2&%L;&EC<F%F=&5R)W,@
M='=O('!A9V4@0VAR:7-T;6%S(&%D(&9R;VT@2F%N=6%R>2`Q.30P(%%35#H-
M"@T*(DIU<W0@9FEV92!Y96%R<R!A9V\@=&AI<R!M;VYT:"P@=&AE(&9I<G-T
M($AA;&QI8W)A9G1E<G,@861V97)T:7-E;65N=`T*87!P96%R960@:6X@45-4
M+B`@5VET:"!T:&4@<')O9'5C=&EO;B!O9B!T:&%T(&]R:6=I;F%L(%,M,2!M
M;V1E;"P@=V4@:F]I;F5D#0IA;B!A=6=U<W0@8V]M<&%N>2!O9B!B=6EL9&5R
M<R!O9B!C;VUM=6YI8V%T:6]N<R!E<75I<&UE;G0N("!4:&5Y(&AA=F4@8F5E
M;@T*9FEN92P@8VQE86X@8V]M<&5T:71O<G,@=VET:"!A('-T86YD87)D(&]F
M(&5T:&EC<R!C;VUM96YS=7)A=&4@=VET:"!T:&4-"F1I9VYI='D@;V8@=&AE
M(&%M871E=7(@9G)A=&5R;FET>2X-"@T*06P@4F5A9'DL(&]W;F5R(&]F('1H
M92!.871I;VYA;"!#;VUP86YY+"!W92!H879E(&MN;W=N(&9O<B!Y96%R<RX@
M($QL;WED#0I(86UM87)L=6YD(&ES('-T:6QL(&]N92!O<B!O=7(@8F5S="!F
M<FEE;F1S+B`@06YD(&ET(&AA<R!B965N(&=O;V0@=&\@<V5E#0I*:6T@36EL
M;&5N('-T87)T(&]U="!O;B!H:7,@;W=N+B`@3F\@;VYE('=I<VAE<R!H:6T@
M;6]R92!G;V]D('-A:6QI;F<@=&AA;@T*=V4@9&\N#0H-"D4N1RX@4VAA;&MH
M875S97(@86YD(%)U<W-E;&P@4&QA;F-K(&QA=6YC:&5D(%)-12!S:&]R=&QY
M(&)E9F]R92!W92!E;G1E<F5D#0IT:&4@9FEE;&0N("!4:&5Y(&AA=F4@8F5E
M;B!A(')E86P@<W5C8V5S<RP@86YD('=E(&%R92!H87!P>2!T;R!S964@:70N
M("!4;PT*=&AE(&]T:&5R<RP@=&]O+"!W:&\@:&%V92!E;F1E879O<F5D('-U
M8V-E<W-F=6QL>2!T;R!B=6EL9"!E<75I<&UE;G0@=&\@>6]U<@T*<')E8VES
M92!R97%U:7)E;65N=',L('=E(&AO<&4@=&AE>2!H879E(&9O=6YD(&$@9F%V
M;W)A8FQE("AU;G)E861A8FQE*2X-"@T*06QL('1O9V5T:&5R+"!W92!H879E
M(&-O;G-T86YT;'D@96YD96%V;W)E9"!T;R!I;F-R96%S92!T:&4@969F:6-I
M96YC>2!O9@T*86UA=&5U<B!A<'!A<F%T=7,@86YD('1O(&EM<')O=F4@96QE
M8W1R:6-A;"!A;F0@;65C:&%N:6-A;"!T;VQE<F%N8V5S+B`@#0H-"E1H92!P
M<F]G<F5S<R!I;B!T:&5S92!L87-T(&9I=F4@>65A<G,@:&%S(&)E96X@<&AE
M;F]M96YA;"X@5&AE(&%R="!O9@T*8V]M;75N:6-A=&EO;G,@:&%S(&)E96X@
M8V]N<W1A;G1L>2!S:6UP;&EF:65D(&)Y('-U8V@@:6UP<F]V96UE;G1S(&%S
M#0IB86YD+7-W:71C:&EN9R!I;B!B;W1H(')E8V5I=F5R<R!A;F0@=')A;G-M
M:71T97)S.R!T:&4@:6YC;'5S:6]N(&]F('!O=V5R#0IS=7!P;&EE<R!I;B!R
M96-E:79E<G,[(&%N9"!S=')I8W1E<B!A9&AE<F5N8V4@=&\@9G5N8W1I;VYA
M;"!D97-I9VXN("!4:&4-"FYE=V5R('1U8F5S(&AA=F4@;6%D92!R96UA<FMA
M8FQE('1H:6YG<R!P;W-S:6)L92`M+2!R96-E:79E<G,@87)E(&UO<F4-"F5F
M9FEC:65N="!A;F0@;6]R92!C;VUP86-T("TM('1H92!S:7IE(&]F(&$@=')A
M;G-M:71T97(@:&%S(&)E96X@8W5T(&%L;6]S=`T*:6X@:&%L9B$-"@T*02!W
M:&]L92!S=&%T:6]N(&YO=R!S:71S(&]N(&$@<VEN9VQE(&1E<VL@+2T@86YD
M(&)L87-T<R!I=',@=V%Y(&%R;W5N9"!T:&4-"G=O<FQD+B`@06YD(&%L=V%Y
M<R!T:&4@8V]S=',@:&%V92!B965N(&QO=V5R(&%N9"!L;W=E<BX-"@T*3F\@
M;VYE(&MN;W=S('=H870@=&AE(&YE>'0@9FEV92!Y96%R<R!W:6QL(&)R:6YG
M(&EN('1E8VAN:6-A;"!D979E;&]P;65N=',N#0I3;VUE(&]F('5S(&AA=F4@

M=FES:6]N<RP@86YD('1H92!F:6YE<W0@96YG:6YE97)S(&EN('1H92!W;W)L
M9"!A<F4@8G5R;FEN9PT*=&AE(&QA8F]R871O<GD@;&EG:'1S(&9A<B!I;G1O
M('1H92!N:6=H="!T;R!M86ME('1H;W-E(&1R96%M<R!P<F%C=&EC86PN#0H-
M"EEO=2!H879E(&)E96X@;6EG:'1Y(&YI8V4@=&\@=7,@=&AE<V4@<&%S="!F
M:79E('EE87)S(&%N9"!W92!H;W!E('1O('!A>2!Y;W4-"F)A8VL@=VET:"!B
M971T97(@86YD(&)E='1E<B!E<75I<&UE;G0N("!);B!T:&4@;65A;B!T:6UE
M+"!A($UE<G)Y($-H<FES=&UA<RX-"@T*("`@("`@("`@("`@("`@("`@("`@
M('1H92!(04Q,24-2049415)3(&EN8RX-"B`@("`@("`@("`@("`@("`@("`@
M("`@("!#:&EC86=O+"`@52Y3+D$-"B`@(")73U),1"=3($Q!4D=%4U0@0E5)
M3$1%4E,@3T8@04U!5$554B!#3TU-54Y)0T%424].4R!%455)4$U%3E0B#0H-
M"@T*4F5G87)D<RP-"D)I;&P@4V]R<V)Y+"!.-4)5("`@("`@("`@8FEL;"YS
M;W)S8GE`9&QE<#$N:71G+G1I+F-O;0T*#0H-"BTM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+0T*#0I$871E.B!3870L(#(S($1E8R`Y-2`P,SHP,3HU
M-2!55`T*1G)O;3H@(D%L;&%N($9R:71S8VAE(B`\9G)I='-C:&5`;7-N+F-O
M;3X-"E1O.B!B;V%T86YC:&]R<T!T:&5P;W)C:"YC;VT-"E-U8FIE8W0Z($-A
M;&D@5'5B92!F;W(@82!36"TQ,#$-"DUE<W-A9V4M240Z(#Q54$U!24PP,RXQ
M.3DU,3(R,S$U,#`T,S`Y.3)`;7-N+F-O;3X-"@T*#0H-"D%N>6)O9'D@9V]T
M(&$@<W!A<F4@,3`P2T,@='5B92!F;W(@82!36"TQ,#$@;W(@8V%N('1E;&P@
M;64@=VAE<F4@=&\@9V5T(&]N92X-"F9R:71S8VAE0&US;BYC;VT-"F%T=&UA
M:6PA9G)I='-C:&4-"@T*+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M#0H-"D1A=&4Z(#(S($1E8R`Y-2`Q,#HT,#HP,B!%4U0-"D9R;VTZ($1A=F4@
M4W1I;G-O;B`\-S(R,C<N,38T,$!C;VUP=7-E<G9E+F-O;3X-"E1O.B`\0D]!
M5$%.0TA/4E-`=&AE<&]R8V@N8V]M/@T*4W5B:F5C=#H@3F\@1&5C;V1E<R!0
M;&5A<V4-"DUE<W-A9V4M240Z(#PY-3$R,C,Q-30P,#)?-S(R,C<N,38T,%]%
M2$TU-RTQ0$-O;7!U4V5R=F4N0T]-/@T*#0I)("!A<'!R96-I871E(&EN<'5T
M(&9R;VT@=&AE('!E;W!L92!H97)E+B`@#0I)="!T86ME<R!W;W)K(&%N9"!T
M96%C:&5S(&UE('-O;65T:&EN9RX-"DAO=V5V97(L('!O<W1I;F<@86YY=&AI
M;F<@=&AA="!M=7-T(&)E#0ID96-O9&5D(&ES('1H92!Q=6EC:V5S="!W87D@
M22!K;F]W('1O#0IB92!I9VYO<F5D+B`@268@:70G<R!T:&%T(&QO;F<L("!S
M96YD(`T*:70@87,@82!F:6QE('1O('1H92!A<F-H:79E<RX-"DD@(&1O;B=T
M(&UE86X@=&\@8F4@:&%R<V@@;W(@9FQA;6EN9RP-"DD@:G5S="!D;VXG="!W
M86YT('1O("!S964@86YY;VYE(&=O#0IT;R!A;&P@=&AA="!W;W)K('1R>6EN
M9R!T;R!C;VYT<FEB=71E#0IJ=7-T('1O(&)E(&EG;F]R960N#0HW,R!$12!$
M879E($%"-5,O-PT*#0H-"BTM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+0T*#0I$871E.B!3870L(#(S($1E8R`Q.3DU(#$R.C$R.C0X("TP-3`P("A%
M4U0I#0I&<F]M.B`B4F]B97)T82!*+B!"87)M;W)E(B`\<F)A<FUO<F5`:6YD
M>2YN970^#0I4;SH@2F%C<75E;&EN92!(97)M86X@/&IH97)M86Y`<VEE<G)A
M+FYE=#X-"E-U8FIE8W0Z(%)E.B!32TXZ(%=H871C:&$@9V]N;F$@=7-E/PT*
M365S<V%G92U)1#H@/%!I;F4N,RXX.2XY-3$R,C,Q,C4X+D$Q,C<X-BTP,3`P
M,#`P0&EN9'DQ/@T*#0H-"DAI(0T*#0H@("!()VUM;2XN+BII9BH@22!C86X@
M<V]M96AO=R!S=&5A;"!T:6UE('1O(&=E="!O;B!T:&4@86ER("AU;FQI:V5L
M>2DL(`T*:70G;&P@8F4@96ET:&5R('1H92!(4D\M-2!A;F0@<&QU9RUI;BUC
M;VEL("=3:&EF=&5R(&]N(#0P(&]R(#@P+"!O<B!)(`T*<VAA;&P@=&%K92!T
M:&4@2%<M.2!O=70@;V8@;6]T:&)A;&QS(&%N9"!S964@:68@:70@9&]E<R!A
M;GET:&EN9RX@(`T*("`@5&AE(&ME>3\@($]H+"!D96%R(2`@16ET:&5R('1H
M92!H;VUE8G)E=R!H;VQL;W<@8G)A<W,@<W!E8VEA;"`H=VAI8V@@22`-"F%M
M(&]W:6YG($)O871A;F-H;W(@0F]B('1H92!D<F%W:6YG<R`F('!I>"!O9BDL
M('1H92!R96-E;G1L>2!C;&5A;F5D+75P(`T*2BTS."P@;W(@=&AE(&5N8VQO

M<V5D(%=7($E)(&%I<G!L86YE(&]R('-U8B!K97DN("!-87EB92!A;&P@=&AR
M964A#0H-"B`@(#<S+`T*("`@+2U";V)B:0T*#0HM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@4V%T+"`R,R!$96,@,3DY-2`Q,CHU
M-3HU-"`M,#4P,"`H15-4*0T*1G)O;3H@(E)O8F5R=&$@2BX@0F%R;6]R92(@
M/')B87)M;W)E0&EN9'DN;F5T/@T*5&\Z($)!(#QB;V%T86YC:&]R<T!4:&50
M;W)C:"YC;VT^#0I3=6)J96-T.B!.;W<@:70@8V%N(&)E('1O;&0-"DUE<W-A
M9V4M240Z(#Q0:6YE+C,N.#DN.34Q,C(S,3(U-2Y",3(W.#8M,#$P,#`P,$!I
M;F1Y,3X-"@T*#0I(:2$-"@T*("`@06X@:6YT97)E<W1I;F<@<W1O<GD@=&\@
M<VAA<F4L(&)U="!T:&5R92=S(&$@8V%T8V@Z(&ET("IM=7-T*B`J;F]T*B!G
M;R`-"F%N>2!F87)T:&5R('1H86X@=&AE($)!+6QI<W0N#0H@("!)(&UE86X@
M:70M+5!,14%312!D;VXG="!A;GEB;V1Y('!O<W0@:70@=&\@82!5<V5N970@
M3F5W<V=R;W5P+"!A;F]T:&5R(`T*;6%I;&EN9R!L:7-T+"!O<B!T86QK(&%B
M;W5T(&ET(&]N('1H92!A:7(N("`H2F5F9B!(+BP@22!K;F]W('1H:7,@9W)E
M870@#0IR96,N<F%D:6\N8G)O861C87-T(&9O9&1E<BP@8G5T(&YO="!R:6=H
M="!N;W<L('!L96%S92$I#0H-"B`@(%)E;65M8F5R('1H92!T<F%N<VUI='1E
M<B!F:7)E('=E(&AA9"!A="!W;W)K+"!A;F0@=&AE('=E96L@;V8@<V5R:6]U
M<R`-"F9I>&EN9R!T:&%T(&9O;&QO=V5D/R`@06QO;F<@86)O=70@=&AE(&9I
M<G-T('=E96L@;V8@1&5C96UB97(L(&ET(&=O="`-"F%N;W1H97(@8VAA<'1E
M<CH@=&AE(&-A<&%C:71O<G,@=&AA="!B=7)N960@=7`@='5R;F5D(&]U="!T
M;R!I;B!F86-T(&)E(`T*4$-"('1Y<&5S+@T*("`@5&AE>2!W97)E('9E<GD@
M<VUA;&PL(&%N9"!O;FQY('-I>"!O9B`G96T@86-T=6%L;'D@;W!E;F5D('5P
M(&%N9"`-"F)O:6QE9"!D<GDL(&]N;'D@;VYE(&]F('1H96T@86QL('1H92!W
M87DN("!"=70@;F5V97)T:&5L97-S+"!I;FET:6%L(`T*=&5S=',@<VAO=V5D
M('-O;64@=F5R>2!N87-T>2`B:&]T('-P;W1S(B!W:71H(&AI9V@@8V]N8V5N
M=')A=&EO;G,@;V8@4$-"<R`-"FEN('-O;W0L('-O(&]U<B!C;VYS=6QT86YT
M<R`H8G)O=6=H="!I;B!A<R!S;V]N(&%S('=E(&9O=6YD(&]U="$I('-E="`-
M"F1O=VX@=F5R>2!S=')I8W0@9W5I9&QI;F5S('!E;F1I;F<@9G5R=&AE<B!T
M97-T:6YG.B!F=6QL(&QE=F5L($,@:&%Z;6%T(`T*9V%R8B`H82!S;W)T(&]F
M(&$@9V%S(&UA<VLL(&AO;V1E9"!C;W9E<F%L;',L(&)O;W1I97,@86YD(&=L
M;W9E<RTM:&5A=GD@#0IP;&%S=&EC(&]V97(@;&%T97@I("=T:6P@9G5R=&AE
M<B!T97-T<R!W97)E(&-O;F1U8W1E9"X-"B`@(%)E<W5L=',@;V8@=&AE(")F
M=7)T:&5R('1E<W1S(B!C86UE(&EN('EE<W1E<F1A>2P@86YD(&UO<W0@;V8@
M=&AE#0IB=6EL9&EN9R=S(&YO="!B860[('=E('-T:6QL(&UU<W0@=V5A<B!B
M;V]T:65S(&%N9"!L871E>"!G;&]V97,@*&-O=F5R86QL<PT*;W!T:6]N86PI
M+"!B=70@=&AE(&%I<BUP=7)I9GEI;F<@<F5S<&ER871O<G,@87)E(&]N;'D@
M;F5E9&5D(&9O<B!W;W)K(&EN#0IT:&4@86ER('-Y<W1E;2P@:6YS:61E('1H
M92!T<F%N<VUI='1E<BP@86YD(&EN('1H92!G87)A9V4@=VAE<F4@=&AE('-O
M;W1Y#0IR96UA:6YS(&]F('1H92!O;&0@<&]W97(@<W5P<&QY(&ES('-T;W)E
M9"X@#0H@("!!;&P@;V8@=7,@=VAO('=O<FME9"!O;B!T:&4@9V5A<B!I;B!P
M;W-T+69I<F4@9FEX+75P(&AA=F4@:&%D(&)L;V]D(`T*=&5S=',@86YD(&]U
M<B!O0T(@;&5V96QS(&%R92!V97)Y(&QO=RP@870@;W(@8F5L;W<@<&]P=6QA
M=&EO;B!N;W)M<RX@(`T*4$-$1"!A;F0@4$-$1B!L979E;',@:6X@=&AE(&)U
M:6QD:6YG(&%R92!A;'-O('%U:71E(&QO=RTM22!H879E;B=T('EE="`-"G-E
M96X@=&AE(&1O<&4@;VX@=&AE('-O;W0@:6X@=&AE(&)U<FYE9"!E<75I<&UE
M;G0L(&)U="!)("=S<&5C="`J:70J(&ES(`T*9F%I<FQY(&)A9"X@(%=E('=E
M<F4@;'5C:WDM+6UO<W0@;V8@=7,@=V]R92!L871E>"!G;&]V97,@86YD(&ME
M<'0@;W5R(`T*:&%N9',@=V%S:&5D+"!W:&EL92!M=6-H(&]F('1H92!F:7)S
M="US=&%G92!C;&5A;FEN9R!W87,@9&]N92!W:71H(`T*:&]U<V5H;VQD(&%M

M;6]N:6$@<F%T:&5R('1H86X@86QC;VAO;#L@=&AE(&%M;6]N:6$G<R!N;W0@
M87,@;&EK96QY('1O(`T*8V%R<GD@;F%S=&EE<R!T:')O=6=H('1H92!S:VEN
M(&%N9"!I="!E;F-O=7)A9V5S(&YO="!I;FAA;&EN9R!R:6=H="!O=F5R(`T*
M=&AE('-U<F9A8V4@8F5I;F<@8VQE86YE9"X@("A4:&%N:W,L($AA;FL@=F%N
M($,M+6ET('=A<R!Y;W4@=VAO(&9I<G-T('!U="`-"FUE(&]N('1O('1H92!S
M='5F9B$I#0H-"B`@($)U="!N;W<@>6]U(&MN;W<@=VAY($D@:&%V92!B965N
M('-O('-C87)C92X@($%L;"!O9B!M>2!W;W)K(&%T('1H92`-"G1R86YS;6ET
M=&5R(&AA<R!B965N(&EN('=H870@86UO=6YT<R!T;R!A(&-H96%P('-P86-E
M('-U:70[(&ET(&ES('9E<GD@#0IT:7)I;F<@86YD(&9R=7-T<F%T:6YG+B`@
M5V]R<V4@>65T+"!W:71H('1H92!N97<@=')A;G-M:71T97(@<VQA=&5D('1O
M(&)E(`T*<VAO=F5D(&]F9B!T:&4@=')U8VL@96%R;'D@:6X@1F5B<G5A<GDL
M('1H97)E)W,@82!L;W0@;V8@=V]R:R!T;R!B92!D;VYE(`T*=&\@=&AE(&)U
M:6QD:6YG+BXN;F]N92!O9B!W:&EC:"!C86X@8F5G:6X@=6YT:6P@=V4@:&%V
M92!T:&4@<VET92!S8W)U8F)E9"`-"F1O=VX@=&\@15!!('-T86YD87)D<R$@
M(%=O<G)Y(&AA<R!B965N(&5A=&EN9R!M92!A;&EV92P@86YD('1H92!O=F5R
M=&EM92`-"FES('!R971T>2!P<F5P;W-T97)O=7,[('=E(&AA=F4@=&\@9V5T
M(&EN('1H92!B=6EL9&EN9R!W:&5N('=E(&-A;B!A;F0@#0IA8V-O;6]D871E
M('1H92!N965D<R!O9B!T:&4@:&%Z;6%T(&-O;G-U;'1A;G1S('!L=7,@=F%R
M:6]U<R!C;&5A;BUU<"!A;F0@#0ID:7-P;W-A;"!S=6)C;VYT<F%C=&]R<RX@
M(`T*#0H@("!)="=S(&YO(&9U;BX@($UY(&%D=FEC92!I<R!T;R!A=F]I9"!O
M;&0@;VEL+69I;&QE9"!C;VYD96YS97)S.R!T:&ES(`T*8VQE86XM=7`@:7,@
M8F%R96QY('-T87)T960@86YD('1H92!B:6QL(&ES(&%L<F5A9'D@;6]R92!T
M:&%N($D@;6%K92!I;B!A(`T*>65A<B$@($EF('EO=2=V92!G;W0@=&\@:&%V
M92!A(%-O;&$L(&-H96-K('1H92!C;VYD96YS97)S.R!I9B!T:&5Y)W)E(%!#
M0B`-"G1Y<&5S+"!R97!L86-E('1H96TA("!.;R!M871T97(@=VAA="!I="!C
M;W-T<RP@:70G<R!C:&5A<"X@("A(:6YT.B!S:6QV97(@#0IO<B!G<F5Y(%-O
M;&%S(&%L;6]S="!C97)T86EN;'D@:&%V92!O0T(@8V%P<RP@=&%N(&]R(&)R
M;W=N(&]N97,@87)E(`T*;&EK96QY('1O(&)E(&]K87DN+BYB=70@8VAE8VL@
M86YY=V%Y+B`@4V]L82!U<V5D($%E<F]V;W@@;VEL(&-A<',@;6]S=&QY+"`-
M"G=I=&@@86)O=70@-C4E(%!#0B!C;VYT96YT(&EN('1H92!O:6PI+B`-"@T*
M("`@4V\@;F]W('EO=2!K;F]W+B`@07,@22!R97%U97-T960@86)O=F4L('1H
M:7,@:6YF;W)M871I;VX@:7,@*FIU<W0J(&9O<B`-"G1H92!"02UL:7-T(")F
M86UI;'DL(B!A;F0@22!W;W5L9"!V97)Y(&UU8V@@87!P<F5C:6%T92!F;VQK
M<R`J;F]T*B`-"F-R;W-S+7!O<W1I;F<@:70@;W(@9&ES8W5S<VEN9R!I="!O
M;B!T:&4@86ER+@T*#0H@("!))VT@<')O8F%B;'D@9V]I;F<@=&\@8V]N=&EN
M=64@=&\@8F4@<V-A<F-E(')I9VAT('5P('1H<F]U9V@@=&AE(&5N9"`-"F]F
M($9E8G)U87)Y+B`@5&AE<F4G<R!A(&QO="!T;R!B92!D;VYE+"!A;F0@:70G
M<R!A;&P@9V]T('1O(&AA<'!E;B!B>2!T:&4@#0IB;V]K(&%N9"!O;B!T:&4@
M8F]U;F-E.B!W92!C86XG="!A9F9O<F0@=&\@=V%S=&4@86YY('1I;64@86YD
M('=E('-U<F4@#0IC86XG="!C=70@86YY(&-O<FYE<G,A("`H06YD('1H870G
M<R!N;W0@:G5S="!P97(@15!!(')E9W,M+65X=&5N<VEV92`-"F)U:6QD:6YG
M(&UO9&EF:6-A=&EO;G,@87)E(&YE961E9"P@;65A;FEN9R!A(&QO="!O9B!V
M87)I;W5S(&-O;G-U;'1A;G1S+"`-"F-O;G1R86-T;W)S+"!A<F-H:71E8W1S
M(&%N9"!W;W)K;65N+"!A;F0@=V4@87)E("IN;W0J(&=O:6YG('1O(&5X<&]S
M92`-"G1H96T@=&\@86YY(')I<VMS(2D-"@T*("`@06QA<RP@;VYE(&]F('1H
M92!T:&EN9W,@=&AA="!W96YT(&)Y('1H92!W87ES:61E('=A<R!A;GD@871T
M96UP="!A="`-"D-H<FES=&UA<R!C96QE8G)A=&EO;G,@870@;W5R(&AO=7-E
M+B`@4V\@:68@22!D;VXG="!S965M('1O(&AA=F4@;75C:"`-"FAO;&ED87D@

M<W!I<FET+"!T:&%T)W,@=VAY+B`@1&5A;B!A;F0@22!M:6=H="!T<GD@=&\@
M9&\@82!L:71T;&4@:6X@=&AE('=E96L@#0IB971W965N('1H92`R-71H(&%N
M9"!.97<@665A<G,M+6%T(&QE87-T('=I=&@@=&AE('=O<G-T(&]F('1H92!H
M87IM870@#0IR97-T<FEC=&EO;G,@;&EF=&5D+"!S;VUE(&]F('1H92!P<F5S
M<W5R92!I<R!O9F8A("`H1&5A;B=S(&AA9"!T;R!P=70@:6X@#0IA(&QO="!O
M9B!/5"P@=&]O+2UT:&4@:&]L:61A>7,@87)E(&%W9G5L;'D@8G5S>2!W:&5R
M92!H92!W;W)K<R$I#0H-"B`@(#<S+`T*("`@+2U";V)B:0T*#0HM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@4V%T+"`R,R!$96,@
M,3DY-2`Q,3HP-3HS,2`M,#<P,`T*1G)O;3H@=VEL;&EA;65`8W-N+FYE="`H
M0FEL;"!3=&%N9&5R9F5R*0T*5&\Z(&)O871A;F-H;W)S0'1H97!O<F-H+F-O
M;0T*4W5B:F5C=#H@4F4Z(%(S.3`O4C,Y,$$@;6%I;B!T=6YI;F<@:VYO8@T*
M365S<V%G92U)1#H@/#$Y.34Q,C(S,3@P-2Y!03$R.#@T0&YS+3$N8W-N+FYE
M=#X-"@T*0T%N9&5R<V]`<VUT<"YS='`N=&5C+FUN+G5S('=R;W1E.@T*/@T*
M/DYE960@=&AE(&UE9V%H971Z(&]R(&)A;F1S=VET8V@@:VYO8B!F;W(@86X@
M4C,Y,"!O<B!2,SDP02!F;W(@82!R97-T;W)A=&EO;B`-"CYP<F]J96-T(&]N
M(&$@,3DV-R!%04,@4C,Y,$$N("!#86X@86YY;VYE(&AE;'`_("!!;'-O(&YE
M960@;65T97)S+@T*#0I)(&%L<V\@;F5E9"!T:&4@;W)I9VEN86P@:VYO8B!F
M;W(@;7D@4C,Y,$$@:68@86YY;VYE(&AA<R!A;F]T:&5R('-P87)E+@T*#0I"
M:6QL#0H-"D)I;&P@4W1A;F1E<F9E<B`M($M&,$1*("T@=VEL;&EA;65`8W-N
M+FYE=`T*#0H-"BTM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+0T*#0I$
M871E.B!3870L(#(S($1E8R`Q.3DU(#$S.C$Q.C`R("TP-3`P("A%4U0I#0I&
M<F]M.B!-3T135$502$!!0U,N14M5+D5$50T*5&\Z(&)O871A;F-H;W)S0'1H
M97!O<F-H+F-O;0T*4W5B:F5C=#H@5T(X0D93($M74RTQ($]P97)A=&EO;@T*
M365S<V%G92U)1#H@/#`Q2%HU0EE'25!2-C`P,3E)-$!!0U,N14M5+D5$53X-
M"@T*("`@("!796QL+"!H92!D:60@87,@:&4@<V%I9"!I;B!H:7,@<&]S="`M
M(&=O="!T:&4@0V]L;&EN<R!S=&%T:6]N#0IO;B!T:&4@86ER(&QA<W0@;FEG
M:'0N("!)(&AE87)D(&%T(&QE87-T(&YI;F4@;W1H97(@<W1A=&EO;G,@=V]R
M:PT**&]R(&%T(&QE87-T(&-A;&PI+"!A;F0@9V]T(&UY(&]W;B!(86QL:6-R
M869T97)S(")4=VEN<R(@+2!T:&4-"DA4+30T(&%N9"!36"TQ,3<@+2!U<"!A
M;F0@<G5N;FEN9R!A;F0@9V]T(&EN=&\@=&AE('!A8VL@=&]O+@T*#0H@("`@
M($=R96%T('1O(&AE87(@=&AE(&YU;6)E<B!O9B!F;VQK<R!O;B`M(&1I9"!A
M;GD@;VX@=&AE(')E<W0@;V8-"GEO=2!C:&5C:R!T:&4@9G)E<75E;F-Y(&%N
M9"!J=7-T(&QI<W1E;B!I;C\@(%-U9V=E<W1I;VX@=V%S(&UA9&4@=&\-"F-O
M;G-I9&5R(&$@0D$@=V5E:VQY(&=A=&AE<FEN9RXN+B!A;GD@:6YT97)E<W0_
M#0H-"B`@("`@06YD(&9O<B!T:&]S92!W:&\@<&%R=&EC=6QA<FQY(&5N:F]Y
M960@:70L(')E;65M8F5R('1H870@(D-8(B`M(`T*0VQA<W-I8R!2861I;R!%
M>&-H86YG92`M(&ES(&]N;'D@86)O=70@<VEX('=E96MS(&%W87DL('-O(&=E
M="!T:&]S90T*0D$G<R!C:&5C:V5D(&%N9"!W;W)K:6YG(2$-"@T*("`@("`W
M,RPL($%L("!.-4%)5"`@("AA;F0@=&AA;FMS+"!*86-K*0T*("!M;V1S=&5P
M:$!A8W,N96MU+F5D=0T*#0H-"BTM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+0T*#0I%;F0@;V8@0D]!5$%.0TA/4E,@1&EG97-T(#,X-@T**BHJ*BHJ
9*BHJ*BHJ*BHJ*BHJ*BHJ*BHJ*BHJ*BH-"@``

end

The following is an attached File item from cc:Mail. It contains information that had to be encoded to ensure successful transmission through various mail systems. To decode the file use the UUDECODE

program.
---------- Cut Here ----------
```
begin 644 RFC822.TXT
M4F5C96EV960Z(&9R;VT@9V%T93$N9'1T=7,N8V]M(&)Y(&-C,BYD='1U<RYC
M;VT@*%--5%!,24Y+(%8R+C$Q(%!R95)E;&5A<V4@-"D-"B`@("`[(%-A="P@
M,C,@1&5C(#DU(#$R.C(Y.C,S($-35`T*4F5T=7)N+5!A=&@Z(#QB;V%T86YC
M:&]R<T!T:&5P;W)C:"YC;VT^#0I296-E:79E9#H@9G)O;2!U<F\N=&AE<&]R
M8V@N8V]M(&)Y(&=A=&4Q+F1T='5S+F-O;2`H-2YX+U--22U35E(T*0T*("`@
M(&ED($%!,38X.#0[(%-A="P@,C,@1&5C(#$Y.34@,3(Z,CDZ,S0@+3`V,#`-
M"D5R<F]R<RU4;SH@;&ES=&]W;D!J86-K871A:RYT:&5P;W)C:"YC;VT-"E)E
M8V5I=F5D.B!F<F]M('5R;R`H;&]C86QH;W-T+G1H97!O<F-H+F-O;2!;,3(W
M+C`N,"XQ72D@8GD@=7)O+G1H97!O<F-H+F-O;2`H."XW+C,O0558+3,N,2XQ
M*2!W:71H(%--5%`@:60@34%!,CDU-C8[(%-A="P@,C,@1&5C(#$Y.34@,3(Z
M,34Z,SD@+3`V,#`@*$-35"D-"D1A=&4Z(%-A="P@,C,@1&5C(#$Y.34@,3(Z
M,34Z,SD@+3`V,#`@*$-35"D-"DUE<W-A9V4M260Z(#PP,4A:-4)91TE04C8P
M,#$Y231`04-3+D5+52Y%1%4^#0I%<G)O<G,M5&\Z(&QI<W1O=VY`:F%C:V%T
M86LN=&AE<&]R8V@N8V]M#0I297!L>2U4;SH@8F]A=&%N8VAO<G-`=&AE<&]R
M8V@N8V]M#0I/<FEG:6YA=&]R.B!B;V%T86YC:&]R<T!T:&5P;W)C:"YC;VT-
M"E-E;F1E<CH@8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M#0I0<F5C961E;F-E
M.B!B=6QK#0I&<F]M.B!B;V%T86YC:&]R<T!T:&5P;W)C:"YC;VT-"E1O.B!-
M=6QT:7!L92!R96-I<&EE;G1S(&]F(&QI<W0@/&)O871A;F-H;W)S0'1H97!O
M<F-H+F-O;3X-"E-U8FIE8W0Z($)/051!3D-(3U)3(&1I9V5S="`S.#8-"E@M
M3&ES='!R;V-E<W-O<BU697)S:6]N.B`V+C!C("TM($QI<W10<F]C97-S;W(@
M8GD@06YA<W1A<VEO<R!+;W1S:6MO;F%S#0I8+4-O;6UE;G0Z(%!L96%S92!S
M96YD(&QI<W0@<V5R=F5R(')E<75E<W1S('1O(&QI<W1P<F]C0'1H97!O<F-H
M+F-O;0T*0V]N=&5N="U4<F%N<V9E<BU%;F-O9&EN9SH@-T))5`T*0V]N=&5N
F="U4>7!E.B!415A4+U!,04E..R!#2$%24T54/553+4%30TE)#0H`

end
```

From boatanchors@theporch.com Sat Dec 23 16:39:17 1995
From: "Administrator" <Administrator@dttus.com>
Subject: Message not deliverable
Message-ID: <9511238197.AA819765186@cc2.dttus.com>

The following is an attached File item from cc:Mail. It contains
information that had to be encoded to ensure successful transmission
through various mail systems. To decode the file use the UUDECODE
program.
---------- Cut Here ----------
```
begin 644 TextItem.txt
M("`@("`@($)/051!3D-(3U)3($1I9V5S="`S.#<-"@T*5&]P:6-S(&-O=F5R
M960@:6X@=&AI<R!I<W-U92!I;F-L=61E.@T*#0H@(#$I($UE<W-A9V4@;F]T
M(&1E;&EV97)A8FQE#0H@8GD@(D%D;6EN:7-T<F%T;W(B(#Q!9&UI;FES=')A
M=&]R0&1T='5S+F-O;3X-"B`@,BD@3F%T:6]N86P@0V]M<&%N>2!4<F%N<VUI
M='1E<G,-"B!B>2`B2&]W87)D(%(N(%=E96MS(B`\2&]W87)D+E=E96MS0&-S
```

M<F%N970N8V]M/@T*("`S*2!(86QL:6-R869T97(@4U(M,C`P,`T*(&)Y(%-A
M;F1R82!,($MN97!P97(@/'-L:W-T,CDK0'!I='0N961U/@T*("`T*2!.871I
M;VYA;"!4<F%N<VUI='1E<G,-"B!B>2!";V(@4F]E:')I9R`\8G)O96AR:6=`
M861M:6XN875R;W)A+F5D=3X-"B`@-2D@2&%L;&EC<F%F=&5R<R!34BTR,#`P
M#0H@8GD@8V)M8F5S=$!I>"YN971C;VTN8V]M("A287D@1&5N;FES("D-"B`@
M-BD@4F4N(%-+3B!2:6<-"B!B>2!43TTN02Y!1$%-4T!M86EL+F%D;6EN+G=I
M<V,N961U#0H-"BTM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@
M4V%T+"`R,R!$96,@.34@,3(Z,S(Z,C4@0U-4#0I&<F]M.B`B061M:6YI<W1R
M871O<B(@/$%D;6EN:7-T<F%T;W)`9'1T=7,N8V]M/@T*5&\Z(&)O871A;F-H
M;W)S0'1H97!O<F-H+F-O;0T*4W5B:F5C=#H@365S<V%G92!N;W0@9&5L:79E
M<F%B;&4-"DUE<W-A9V4M240Z(#PY-3$Q,C,X,3DW+D%!.#$Y-S4P-S8T0&-C
M,BYD='1U<RYC;VT^#0H-"B`@("`@("!"3T%404Y#2$]24R!$:6=E<W0@,S@V
M#0H-"E1O<&EC<R!C;W9E<F5D(&EN('1H:7,@:7-S=64@:6YC;'5D93H-"@T*
M("`Q*2!293H@374M;65T86P@9F]L;&]W('5P#0H@8GD@;65R<FEG86Y`964N
M=6%L8F5R=&$N8V$@*%-H875N($UE<G)I9V%N*0T*("`R*2!293H@2&5A=&@@
M3'5N8VAB;W@@;VX@.#`@;W(@-#`_/S\-"B!B>2!0971E<B!&97)R86YD(#QP
M9F5R<F%N9$!S8V]O="YN971I<RYC;VT^#0H@(#,I(%)E.B!(96%T:"!,=6YC
M:&)O>"!O;B`X,"!O<B`T,#_/PT*(&)Y('!E;G-O;D!S8VDN;75S+FUN+G5S
M("A#:'5C:R!096YS;VXI#0H@(#0I($%L:6=N(%(S.3!!#0H@8GD@(D-R86EG
M($%N9&5R<V]N("T@17AT+B`Q,S8T(B`\0T%N9&5R<V]`<VUT<"YS='`N=&5C
M+FUN+G5S/@T*("`U*2!293H@("XN+B!!;GD@0VQE9V<@0D$@26YT97)E<W0_
M#0H@8GD@9V-`9F]X+F-E;BYC;VT@*$=A<GD@0VAA='1E<G,I#0H@(#8I(%=4
M0B`Q,#!42"`F(#(U,%1(('1U8F5S#0H@8GD@:VHW9D!M:6-R;VXN;F5T("A4
M97)R>2!$;V)L97(@*0T*("`W*2!75$(Z($A1,3`P('!A<G1S#0H@8GD@:F]H
M;B`\:F]H;FUB0&YA;F1O+FYE=#X-"B`@."D@4F4N($UE;7!H:7,@0F5L;&4-
M"B!B>2!43TTN02Y!1$%-4T!M86EL+F%D;6EN+G=I<V,N961U#0H@(#DI($%S
M=&%I8R!M;V1E;"`W-R!M:6,@:6YF;R!N965D960-"B!B>2!R;V)E<G0@9F]W
M;&4@/&AA;6UA<FQU;F1`=F]Y86=E<BYN970^#0H@,3`I(&AA;6UA<FQU;F0@
M4%-#+3$P('-P96%K97)S(&9S.@T*(&)Y(')O8F5R="!F;W=L92`\:&%M;6%R
M;'5N9$!V;WEA9V5R+FYE=#X-"B`Q,2D@4F4N($-L96=G($)!(&EN=&5R97-T
M#0H@8GD@5$]-+D$N041!35-`;6%I;"YA9&UI;BYW:7-C+F5D=0T*(#$R*2!3
M4"TV,#`M2E@M,30@0W5S=&]M(&)Y($AA;6UA<FQU;F0@9G,Z#0H@8GD@<F]B
M97)T(&9O=VQE(#QH86UM87)L=6YD0'9O>6%G97(N;F5T/@T*(#$S*2!L;V]K
M:6YG(&9O<B!A(&UI;&ET87)Y(&UA;G5A;`T*(&)Y(')O8F5R="!F;W=L92`\
M:&%M;6%R;'5N9$!V;WEA9V5R+FYE=#X-"B`Q-"D@5$U#($UU;'1I8V]U<&QE
M<B!L:6ME(&YE=R!F<SH-"B!B>2!R;V)E<G0@9F]W;&4@/&AA;6UA<FQU;F1`
M=F]Y86=E<BYN970^#0H@,34I(%)E.B!-96UP:&ES($)E;&QE#0H@8GD@0F]B
M(%)O96AR:6<@/&)R;V5H<FEG0&%D;6EN+F%U<F]R82YE9'4^#0H@,38I(%)E
M.B!(96%T:"!,=6YC:&)O>"!O;B`X,"!O<B`T,#_/PT*(&)Y($)O8B!2;V5H
M<FEG(#QB<F]E:')I9T!A9&UI;BYA=7)O<F$N961U/@T*(#$W*2!293H@4F5;
M,ETZ($AE<G1Z.B!.;R$-"B!B>2!M;W)R:7-O0'9I9G`N;6]N87-H+F5D=2YA
M=2`H36]R<FES($]D96QL*0T*(#$X*2!(96QP(&ED96YT:69Y(&)A='1E<GD-
M"B!B>2!*86ME($AE;&QB86-H(#QK:S5H>4!A8V-E<W-C;VTN;F5T/@T*(#$Y
M*2!!;GD@2&5A=&@@2$$M,30@=7-E<G,@;W5T('1H97)E/PT*(&)Y(&-B;6)E
M<W1`:7@N;F5T8V]M+F-O;2`H4F%Y($1E;FYI<R`I#0H@,C`I($UY('=I<V@@
M9F]R('1H92!.97<@665A<BXN+@T*(&)Y($9I<F4@0F]T=&QE(&%R8VAI=F4@
M:&%N9&QE<B`\9FER96)O=&Q`:F%C:V%T86LN=&AE<&]R8V@N8V]M/@T*(#(Q

M*2!!<W1A:6,@;6]D96P@-S<@:6YF;SH@('1H86YK<R!T;R!A;&P-"B!B>2!R
M;V)E<G0@9F]W;&4@/&AA;6UA<FQU;F1`=F]Y86=E<BYN970^#0H@,C(I(#@P
M(&UE=&5R(&QU;F-H8F]X97,A#0H@8GD@0FEL;"!-96%R82`\-S0U,S<N,3$P
M,$!C;VUP=7-E<G9E+F-O;3X-"B`R,RD@4TM.(')I9PT*(&)Y($)I;&P@365A
M<F$@/#<T-3,W+C$Q,#!`8V]M<'5S97)V92YC;VT^#0H@,C0I($A1+3$P,"!P
M87)T<PT*(&)Y($)I;&P@365A<F$@/#<T-3,W+C$Q,#!`8V]M<'5S97)V92YC
M;VT^#0H@,C4I($YA=&EO;F%L($-O;7!A;GD@5')A;G-M:71T97(-"B!B>2!"
M:6QL(%-O<G-B>2`\8FEL;"YS;W)S8GE`9&QE<#$N:71G+G1I+F-O;3X-"B`R
M-BD@4F4Z(%5P<&5R(&-A<V4L5FEK:6YG($EN=F%D97)S+$A23R!C;VEL<RP@
M4TM.#0H@8GD@9F=I;&UO<F5`=V]O9'1E8V@N8V]M#0H@,C<I($AA;&QI8W)A
M9G1E<B=S($-H<FES=&UA<R!-97-S86=E#0H@8GD@0FEL;"!3;W)S8GD@/&)I
M;&PN<V]R<V)Y0&1L97`Q+FET9RYT:2YC;VT^#0H@,C@I($-A;&D@5'5B92!F
M;W(@82!36"TQ,#$-"B!B>2`B06QL86X@1G)I='-C:&4B(#QF<FET<V-H94!M
M<VXN8V]M/@T*(#(Y*2!.;R!$96-O9&5S(%!L96%S90T*(&)Y($1A=F4@4W1I
M;G-O;B`\-S(R,C<N,38T,$!C;VUP=7-E<G9E+F-O;3X-"B`S,"D@4F4Z(%-+
M3CH@5VAA=&-H82!G;VYN82!U<V4_#0H@8GD@(E)O8F5R=&$@2BX@0F%R;6]R
M92(@/')B87)M;W)E0&EN9'DN;F5T/@T*(#,Q*2!.;W<@:70@8V%N(&)E('1O
M;&0-"B!B>2`B4F]B97)T82!*+B!"87)M;W)E(B`\<F)A<FUO<F5`:6YD>2YN
M970^#0H@,S(I(%)E.B!2,SDP+U(S.3!!(&UA:6X@='5N:6YG(&MN;V(-"B!B
M>2!W:6QL:6%M94!C<VXN;F5T("A":6QL(%-T86YD97)F97(I#0H@,S,I(%="
M.$)&4R!+5U,M,2!/<&5R871I;VX-"B!B>2!-3T135$502$!!0U,N14M5+D5$
M50T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM#0H-"D1A=&4Z($9R:2P@
M,C(@1&5C(#DU(#$S.C(T.C0W(#`W,#`-"D9R;VTZ(&UE<G)I9V%N0&5E+G5A
M;&)E<G1A+F-A("A3:&%U;B!-97)R:6=A;BD-"E1O.B!B;V%T86YC:&]R<T!T
M:&5P;W)C:"YC;VT-"E-U8FIE8W0Z(%)E.B!-=2UM971A;"!F;VQL;W<@=7`-
M"DUE<W-A9V4M240Z(#PQ.3DU,3(R,C(P,C4N3T%!,34X.35`=7)O+G1H97!O
M<F-H+F-O;3X-"@T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM#0H-"DUO
M<F4@9&ES8W5S<VEO;B!O;B!-=2UM971A;#H-"@T*374M365T86P@:7,@86QL
M(&)U="!D96%D(&9O<B!S<&5C:6%L(&%P<&QI8V%T:6]N<PT*#0I015)-04Q,
M3UD@.#`@:7,@;F]W('5S960@86YD($%$5D%.0T4@34%'3D5424-3(&ES('1H
M92!L96%D97(@:6X@3F]R=&@-"D%M97)I8V$@9F]R('-H:65L9&EN9R!A<'!L
M:6-A=&EO;G,N#0H-"E1H97-E(&%R92!B;W1H('-O9G0@;6%G;F5T:6,@86QL
M;WES(&%N9"!H879E(&YO=&AI;F<@=&\@9&\-"G=H871S;V5V97(@=VET:"!T
M:&4@86)O=F4@<W1A=&5D('!E<FUA;F5N="!M86=N971I8R!M871E<FEA;',N
M#0H-"DUU+4UE=&%L(&%N9"!P97)M86QL;WD@87)E($YI8VME;"])<F]N(&%L
M;&]Y<R!C87)E9G5L;'D-"FUA9&4@=&\@97AA8W0@<F%T:6\@86YD(&%V;VED
M:6YG(&EM<'5R:71I97,@=VAI8V@@:6YH:6)I=`T*=&AE;2!F<F]M(&]B=&%I
M;FEN9R!H:6=H+74N("!-=2U-971A;"!I<R!M;W)E('-E;G-I=&EV92!T;PT*
M;65C:&%N:6-A;"!A8G5S92!T:&%N(%!%4DU!3$Q/65,@86YD(&AA<R!B965N
M(&1R;W!P960@9F]R#0IU<V4@87,@<VAE:6QD:6YG(&9O<B!Q=6ET92!S;VUE
M('1I;64N("!-=2U-971A;"!S=&EL;"!H87,@<V]M92!S<&5C:6%L#0IA<'!L
M:6-A=&EO;G,@=VAE<F4@=&AE('9E<GD@;&]W97-T('-A='5R871I;VX-"F=A
M=7-S(&ES(')E<75I<F5D+B`@36EN+B!C;V5R8VEV:71Y(&ES(&%B;W5T('1H
M92!S86UE(&9O<B!T:&4@='=O(&%S(&ES#0IM87@N('!E<FUE86)I;&ET>2P@
M:&]W979E<B!I;B!P<F%C=&EC92!T:&4@4$5234%,3$]94R!A<F4@;75C:"!E
M87-I97(@=&\-"FUA;G5F86-T=7)E(&EN(&)U;&L@=VET:"!C;VYS:7-T96YT

M(&]U=&-O;64N#0H-"DUU+4UE=&%L('9A<FEE<R!F<F]M(&)A=&-H('1O(&)A
M=&-H(&%N9"!A('-I;7!L92!B96YD(&]F('1H92!M871E<FEA;`T*9W)E871L
M>2!R961U8V5S('!E<FUE86)I;&ET>2P@=VAE<F4@=&AE(%!%4DU!3$Q/65,@
M8V%N(&)E(&)E;G0@86YD(&9O<FUE9`T*=VET:&]U="!L;W-I;F<@<VAE:6QD
M('!R;W!E<G1I97,@=&\-"F)A9&QY+B`@3F]T:&EN9R!B971T97(@=&AA;B!0
M97)M86QL;WD@.#`@:&%S(&)E96X@9&ES8V]V97)E9"!F;W(-"G-H:65L9&EN
M9RXN+GEE="$-"@T*#0H-"BTM(`T*+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2T-"E-H875N(%`N
M($UE<G)I9V%N#0HS<F0@665A<B!%12!5;FEV97)S:71Y(&]F($%L8F5R=&$-
M"FUE<G)I9V%N0&YY<75I<W0N964N=6%L8F5R=&$N8V$@*%-H875N($UE<G)I
M9V%N*0T*+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*#0H-"@T*#0H-"@T*+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM#0H-"D1A=&4Z($9R:2P@,C(@1&5C(#$Y
M.34@,38Z,S,Z,#,@+3`U,#`@*$535"D-"D9R;VTZ(%!E=&5R($9E<G)A;F0@
M/'!F97)R86YD0'-C;V]T+FYE=&ES+F-O;3X-"E1O.B!W86QL86-E0&UC+F-O
M;2P@8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M#0I3=6)J96-T.B!293H@2&5A
M=&@@3'5N8VAB;W@@;VX@.#`@;W(@-#`_/S\-"DUE<W-A9V4M240Z(#PQ.3DU
M,3(R,C(Q,S,N44%!,C$V,C!`<V-O;W0N;F5T:7,N8V]M/@T*#0H^(`T*/B!(
M97)E)W,@82!S:6QL>2!T:&]U9VAT+@T*/B`-"CX@2&%S(&%N>6]N92!E=F5R
M(&-O;G-I9&5R960@=&%K:6YG(&$@*$I53DM%4BD@2&5A=&@@3'5N8VAB;W@@
M#0H^('1R86YS8V5I=F5R(&%N9"!M;V1I9GEI;F<@:70@=&\@<G5N(&]N(&]N
M92!O9B!T:&4@2$8-"CX@:&%M8F%N9',_(%1A:V4@;W5T('1H92!D;W5B;&5R
M+71R:7!L97(M=')I<&QE<B!S96-T:6]N+"`-"CX@=7-E(&-O;7!O;F5N=',@
M9F]R(#@P;2XN+BYY;W4@=V]U;&0@=&AE;B!H879E(&%N(#@P;2!S=7!E<G)E
M9V5N#0H^+BXN+BX@#0H^(`T*/B`M+4%N9'D-"CX@=V%L;&%C94!M8RYC;VT-
M"CX@#0H-"EEU<"P@=&AA="=S('-I;&QY+@T*#0HZ+3`-"BU0971E#0I70C)1
M3$P-"@T*+F%N9"!H97)E(&-O;65S(&$@=&AR96%D(&]F(%!%+30W)W,@8V]N
M=F5R=&5D('1O(#)-($9-+BXN+@T*#0H-"@T*+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM#0H-"D1A=&4Z($9R:2P@,C(@1&5C(#$Y.34@,34Z-#8Z
M-#D@+3`V,#`-"D9R;VTZ('!E;G-O;D!S8VDN;75S+FUN+G5S("A#:'5C:R!0
M96YS;VXI#0I4;SH@<&9E<G)A;F1`<V-O;W0N;F5T:7,N8V]M+"!B;V%T86YC
M:&]R<T!T:&5P;W)C:"YC;VT-"E-U8FIE8W0Z(%)E.B!(96%T:"!,=6YC:&)O
M>"!O;B`X,"!O<B`T,#_/PT*365S<V%G92U)1#H@/'8P,34R,&0P,&%D,#!D
M-S@X.&1A,T!;,C`V+CDN,30X+C$P73X-"@T*/CX-"CX^($AE<F4G<R!A('-I
M;&QY('1H;W5G:'0N#0H^/@T*/CX@2&%S(&%N>6]N92!E=F5R(&-O;G-I9&5R
M960@=&%K:6YG(&$@*$I53DM%4BD@2&5A=&@@3'5N8VAB;W@-"CX^('1R86YS
M8V5I=F5R(&%N9"!M;V1I9GEI;F<@:70@=&\@<G5N(&]N(&]N92!O9B!T:&4@
M2$8-"CX^(&AA;6)A;F1S/R!486ME(&]U="!T:&4@9&]U8FQE<BUT<FEP;&5R
M+71R:7!L97(@<V5C=&EO;BP-"CX^('5S92!C;VUP;VYE;G1S(&9O<B`X,&TN
M+BXN>6]U('=O=6QD('1H96X@:&%V92!A;B`X,&T@<W5P97)R96=E;@T*/CXN
M+BXN+@T*#0I.;RP@8G5T($D@:&%V92!T:&]U9VAT(&%B;W5T(&%C='5A;&QY
M(&-O;G9E<G1I;F<@;VYE(&EN=&\@82!L=6YC:"!B;W@@.BD-"@T*#0I#:'5C
M:R!096YS;VX-"E=!-UI:10T*02!C;VQL96-T;W(@;V8@2&5A=&@@96QE8W1R
M;VYI8R!P<F]D=6-T<PT*#0H-"@T*+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM#0H-"D1A=&4Z($9R:2P@,C(@1&5C(#DU(#$U.C4Y.C`P(%!35`T*
M1G)O;3H@(D-R86EG($%N9&5R<V]N("T@17AT+B`Q,S8T(B`\0T%N9&5R<V]`
M<VUT<"YS='`N=&5C+FUN+G5S/@T*5&\Z("(G8F]A=&%N8VAO<G,G(B`\8F]A
M=&%N8VAO<G-`=&AE<&]R8V@N8V]M/@T*4W5B:F5C=#H@06QI9VX@4C,Y,$$-

M"DUE<W-A9V4M240Z(#PS,$1"-#DX1$!S;71P+G-T<"YT96,N;6XN=7,^#0H-
M"@T*26X@=&AE('!A<W0@+$D@:&%V92!S965N(&%L:6=N;65N="!I;G-T<G5C
M=&EO;G,@<')I;G1E9"!F;W(@=&AE(%(S.3!!('1H870@#0IW97)E(&$@;&ET
M=&QE(&UO<F4@<W1R86EG:'0@9F]R=V%R9"!T:&%N('1H92!O;F5S(&EN('1H
M92!2,SDP(&UA;G5A;"X@($D@86T@#0IC;VYC97)N960@86)O=70@9V]I;F<@
M=&AR;W5G:"!T:&4@:F]B('=I=&@@=&AE('-T;V-K(&%L:6=N;65N="!P87)T
M:6-U;&%R:6QY(`T*=VET:"!S=&%G9V5R('1U;FEN9RX-"@T*1&]E<R!A;GEO
M;F4@:&%V92P@;W(@:VYO=R!W:&5R92!)(&-A;B!G970L(&$@<F5A;&QY(&=O
M;V0@<V5T(&]F(&%L:6=N;65N="`-"FEN<W1R=6-T:6]N<S\-"@T*+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM#0H-"D1A=&4Z($9R:2P@,C(@1&5C
M(#DU(#$W.C4Q.C$Q($535`T*1G)O;3H@9V-`9F]X+F-E;BYC;VT@*$=A<GD@
M0VAA='1E<G,I#0I4;SH@8F]A=&%N8VAO<G-`5&AE4&]R8V@N8V]M#0I3=6)J
M96-T.B!293H@("XN+B!!;GD@0VQE9V<@0D$@26YT97)E<W0_#0I-97-S86=E
M+4E$.B`\.34Q,C(R,C(U,2Y!03$Q-3<U0&-E;BYC;VT^#0H-"@T*5V5L8V]M
M92!T;R!T:&4@;&ES="!";V(N#0H-"D)O8B!7:71M97(@=W)I=&5S.@T*6RXN
M+ET-"CX-"CY#;&5G9R!"02!);G1E<F5S=`T*/D%N>6]N92!E;'-E(&EN=&5R
M97-T960@:6X@0VQE9V<@0D%S/R!)(&AA=F4@86X@26YT97)C97!T;W(@<F5C
M96EV97(@+2!T:&4-"CXB1F%C=&]R>2!386UP;&4B(&%N9"!A(&UA=&-H:6YG
M($%L;"U"86YD97(@8V]N=F5R=&]R+B`@22=M(&%L<V\@86)O=70@<F5A9'D-
M"CYT;R!S=&%R="!W;W)K(&]N(&$@5F5N=7,@*#8M365T97(@4U-"*2!W:&EC
M:"!)(&AO<&4@=&\@:&%V92!R96%D>2!F;W(@=&AE#0H^2F%N=6%R>2!62$8@
M8V]N=&5S="X-"CX-"@T*22!D;R!H879E(&$@0VQE9V<@.3DG97(@:6X@=&AE
M('!R;VIE8W0@<75E=64N("!)="!L;V]K<R!L:6ME(&ET('=A<PT*<W1O<F5D
M(&EN(&$@8V]A;"!M:6YE.R!I="=S(')E86QL>2!D:7)T>2X@($D@;6%Y(&IU
M<W0@;&]O:R!F;W(@82!B971T97(@;VYE+@T*22!H879E('-E96X@82!C;W5P
M;&4@<VAO=R!U<"!A="!H86UF97-T<R`H<VAO=6QD)W9E(&)O=6=H="!T:&4@
M8VQE86X-"F]N92!F;W(@)#,U($D@<V%W(&$@>65A<B!A9V\N*2`@1&]N)W0@
M:VYO=R!W:&5N($DG;&P@9V5T('1O(&ET('1H;W5G:"X-"@T*-S,L#0H-"D=A
M<GD-"@T*+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM#0H-"D1A=&4Z
M($9R:2P@,C(@1&5C(#DU(#$V.C$R($U35`T*1G)O;3H@:VHW9D!M:6-R;VXN
M;F5T("A497)R>2!$;V)L97(@*0T*5&\Z(&)O871A;F-H;W)S0'1H97!O<F-H
M+F-O;0T*4W5B:F5C=#H@5U1"(#$P,%1(("8@,C4P5$@@='5B97,-"DUE<W-A
M9V4M240Z(#QM,'141V1J+3`P,%%8,T-`;6ES,#$N;6EC<F]N+FYE=#X-"@T*
M1W)E971I;F=S+`T*#0H@("!!(&9R:65N9"!H97)E(&EN('1O=VX@:7,@:6X@
M;F5E9"!O9B!S;VUE(#$P,%1H("8@,C4P5$@@='5B97,-"G1O(&=E="!H:7,@
M0D,V,3`@8F%C:R!O;B!T:&4@86ER+B`@($EF('EO=2!C86X@:&5L<"!P;&5A
M<V4@92UM86EL#0IM92!A="!K:C=F0&UI8W)O;BYN970@86YD($DG;&P@9V5T
M(&AI;2!I;B!C;VYT86-T('=I=&@@:&EM+@T*#0HW,RP@5&5R<GD@($M*-T8-
M"@T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@
M1G)I+"`R,B!$96,@.34@,3@Z,C8Z,3(@15-4#0I&<F]M.B!J;VAN(#QJ;VAN
M;6)`;F%N9&\N;F5T/@T*5&\Z(&)O871A;F-H;W)S0'1H97!O<F-H+F-O;0T*
M4W5B:F5C=#H@5U1".B!(43$P,"!P87)T<PT*365S<V%G92U)1#H@/#DU,3(R
M,C(S,C8N04$Q,3<Y.4!M97)L:6XN;F%N9&\N;F5T/@T*#0H@("`@("`@($UE
M<G)Y($-H<FES=&UA<R!T;R!A;&PN+BXN#0H-"B`@("`@("`@5&AE(%-8,3`P
M($D@=V%S('1O(&)U>2!T=7)N960@;W5T('1O(&)E(&$@2%$Q,#`N+BX@.BTI
M#0H@("`@("`@($ET('=A<R!Q=6ET92!R96%S;VYA8FQE+"!B=70@<V%N<R!S
M+6UE=&5R+B!)9B!A;GEO;F4@:&%S#0H@("`@("`@(&$@2%$Q,#`M8V]M<&%T
M86)L92!S(&UE=&5R("A)(&)E;&EE=F4@=&AE>2!W97)E(&-O;6UO;B!T;PT*

M("`@("`@("!Q=6ET92!A(&9E=R!D:69F97)E;G0@2%$@<V5R:65S(')A9&EO
M<RD@86YD+V]R('-C:&5M871I8W,-"B`@("`@("`@9F]R('-A;64L($DG9"!A
M<'!R96-I871E(&$@;F]T92X-"@T*("`@("`@("!(;W!E('EO=2!A;&P@:&%V
M92!A(&=R96%T(&AO;&ED87DL#0H@("`@("`@("]J;VAN#0H-"B`@("`@("`@
M:F]H;FUB0&YA;F1O+FYE=`T*#0H-"BTM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+0T*#0I$871E.B!&<FDL(#(R($1E8R`Y-2`Q-SHS,2!#4U0-"D9R
M;VTZ(%1/32Y!+D%$04U30&UA:6PN861M:6XN=VES8RYE9'4-"E1O.B!B;V%T
M86YC:&]R<R5T:&5P;W)C:"YC;VU`=FUS+FUA8V,N=VES8RYE9'4-"E-U8FIE
M8W0Z(%)E+B!-96UP:&ES($)E;&QE#0I-97-S86=E+4E$.B`\1D--2#,Q,S@N
M1D--2#,Q-#E`;6%I;"YA9&UI;BYW:7-C+F5D=3X-"@T*=&\Z(&)O871A;F-H
M;W)S0'1H97!O<F-H+F-O;0T*#0I(96QL;R!4;VTN#0H-"B`@($EN('EO=7(@
M0D$@<W!O='1I;F<@:6X@=&AE(&UO=FEE+"!Y;W4@;6ES<V5D('1H92!"0RTS
M,#8@86YT96YN82!L;V%D:6YG(&-O:6P-"F)O;'1E9"!T;R!T:&4@<W1A<F)O
M87)D('-I9&4@;V8@=&AE(&)U;&MH96%D(&)E='=E96X@=&AE(')A9&EO(')O
M;VT@86YD(&-O8VMP:70-"F%N9"!A('-H;W0@;W(@='=O(&]F('-T;W)E9"!"
M0RTS-S4@<&QU9RUI;B!T=6YI;F<@=6YI=',@;VX@=&AE('-T87)B;V%R9"!S
M:61E#0IO9B!T:&4@<F%D:6\@8V]M<&%R=&UE;G0@<F5A<B!B=6QK:&5A9"`H
M:70@<&%Y<R!D:79I9&5N9',@:6X@9&5T86EL(')E<V]L=71I;VX-"G1O('5S
M92!T:&4@8F%S96)A;F0@=FED96\@:6YP=70@;VX@>6]U<B!45B!S970@<F%T
M:&5R('1H86X@=&AE(%)&(&UO9'5L871O<B$I+@T*#0H@("!4:&4@8W)I=&EC
M<R!P86YN960@(DUE;7!H:7,@0F5L;&4B+"!B=70@=VAA="!T:&4@:&5L;"!D
M;R!42$]312!";WIO<R!K;F]W/PT*5&AE<V4@9&%Y<RP@:68@:70@86EN)W0@
M9V]T(%-T86QL;VYE(&]R(%-C:'=A<G1Z96YE9V5R(&EN(&ET+"!A<'!L>6EN
M9R!A;B!5>FD-"G1O(&5V97)Y;VYE(&EN('-I9VAT+"!I="=S(&YO="!W;W)T
M:"!T:&5I<B!N;W1I8V4N#0H-"B`@(%)E+B!T:&4@1D%8('=I=&@@=&AE($U#
M5R!K97EE9"!O=F5R(&ET.B!T:&%T('=A<R!A(&1I<F5C=&]R)W,@:61E82!O
M9B!W:&%T#0I'97)M86X@;F]I<V4@:F%M;6EN9R!S;W5N9&5D(&QI:V4L($D@
M<W5P<&]S92X-"@T*("`@22!F;W5N9"!T:&%T(&%S<&5C="!K:6YD82!I;G1E
M<F5S=&EN9RP@8F5C875S92!))W9E(&)E96X@9F%S8VEN871E9"!B>2!T:&4-
M"G=H;VQE('-U8FIE8W0@;V8@:F%M;6EN9R!F;W(@<V]M92!T:6UE+@T*#0H@
M("!4:&4@34-7(&EN('1H92!F:6QM('=A<R!S:6UI;&%R('1O('1H92!S>7-T
M96T@=&AE(%-O=FEE=',@=7-E9"!O;B!2861I;PT*1G)E92!%=7)O<&4@86YD
M(%9/02X@5&AE(%-O=FEE=',@=7-E9"!A="!L96%S="!T=V\@<V5P97)A=&4@
M:F%M;6EN9R!N971W;W)K<RP-"F$@<VMY=V%V92`H9F]R(&MI;&QI;F<@<F5C
M97!T:6]N(&AA;&8@82!C;VYT:6YE;G0@87=A>2DL(&%N9"!A(&=R;W5N9'=A
M=F4@*&9O<@T*=VEP:6YG(&]U="!R96-E<'1I;VX@:6X@;&%R9V4@;65T<F]P
M;VQI=&%N(&%R96%S(&]R(&]N(&$@<F5G:6]N86P@8F%S:7,I+"!A;&P-"F-O
M;G1R;VQL960@9G)O;2!S;VUE(&-E;G1R86P@<&]I;G0N($$@;6]N:71O<FEN
M9R!N971W;W)K(&%L;&]W960@=&AE;2!T;R!C:&5C:PT*;VX@=&AE(&5F9F5C
M=&EV96YE<W,@;V8@:F%M;6EN9R!I;B!A(&=I=F5N(&%R96$L(&%N9"!T:&4@
M8V]N=')O;"!P;VEN="!C;W5L9`T*<&EL92!-3U)%(&IA;6UI;F<@=')A;G-M
M:71T97)S(&]N(&$@9VEV96X@9G)E<75E;F-Y(&%N9"!A<F5A(&EF(&YE8V5S
M<V%R>2X-"@T*("`@1F]R('1H:7,@<WES=&5M('1O('=O<FLL('EO=2!H879E
M('1O(&)E(&%B;&4@=&\@:61E;G1I9GD@=&AE(&IA;6UE<G,@86QR96%D>0T*
M:6X@=7-E.R!T:'5S+"!E86-H(&IA;6UE<B!I;B!T:&4@;F5T=V]R:R!I9&5N
M=&EF:65D(&ET<V5L9B!P97)I;V1I8V%L;'D@:6X@34-7#0HH;6%Y8F4@;VYC
M92!E=F5R>2`R(&]R(#,@;6EN=71E<RDL(&EN(&$@;6%N;F5R('-I;6EL87(@
M=&\@=&AA="!H96%R9"!I;B!-96UP:&ES#0I"96QL92X@270G<R!L;VYG(&)E

M96X@<G5M;W)E9"!T:&%T(&IA;6UE<G,@:6YS:61E(&]F('1H92!54U-2(E
M960@=VET:"!T=V\-"FQE='1E<G,L(&%N9"!J86UM97)S(&EN('1H92!S871E
M;&QI=&4@8V]U;G1R:65S(E960@=VET:"!A(&QE='1E<B!A;F0@;VYE#0ID
M:6=I="X-"@T*("`@270@=7-E9"!T;R!B92!R96%L;'D@:6YT97)E<W1I;F<@
M=&\@=V%T8V@@=&AE<V4@;FEG:'1L>2!B871T;&5S(&%S('1H97D@9V]T#0IS
M=&%R=&5D+B!!(%)A9&EO($9R964@175R;W!E('1R86YS;6ET=&5R('=O=6QD
M(&-O;64@=7`@=VET:"!D96%D(&-A<G)I97(L(&IU<W0-"F=E='1I;F<@='5N
M960@=7`@9F]R('1H92!B<F]A9&-A<W0N($)E9F]R92!T:&4@:6YT97)V86P@
M<VEG;F%L(&-O=6QD(&)E9VEN+`T*=&AE('=H;V]S:"!O9B!A(%9&3R!W;W5L
M9"!B92!H96%R9"P@>F5R;R!B96%T:6YG+B!/;F-E('1H92!I;G1E<G9A;"!S
M:6=N86P-"F)E9V%N(&%N9"!P;W-I=&EV;'D@241E9"!T:&4@=FEC=&EM+"!T
M:&4@;F]I<V4@;6]D=6QA=&EO;B`H=7-U86QL>2!!32!I;B!F;W)M*0T*8F5G
M86XL(&%N9"!/5$A%4B!C87)R:65R<R!C;W5L9"!B92!H96%R9"!W:&]O<VAI
M;F<@:6X@;&EK92!S:&%R:W,N($]N92!B>2!O;F4-"G1H97D@=&]O('=O=6QD
M('-T87)T('5P('=I=&@@=&AI97(@<F%C:V5T+"!A;B!O8V-A<VEO;F%L($U#
M5R!)1"!F<F]M(&5A8V@@<FEG#0IP;W!P:6YG(&]U="!O9B!T:&4@;65S<RX@
M07)O=6YD(#`P,#`@;W(@,#$P,"!55$,L('1H92`R-2!M971R92!B86YD('=A
M<R!P;V-K+0T*;6%R:V5D('=I=&@@:6YA=61I8FQE(%)&12!O=71L971S+"!E
M86-H(&)U<FEE9"!U;F1E<B`U(&]R(#8@;F]I<V4@:F%M;65R<RX-"@T*("`@
M5&\@9VEV92!Y;W4@86X@:61E82!J=7-T(&AO=R!E9F9E8W1I=F4@=&AE(&5F
M9F]R="!W87,Z(&9O<B!Y96%R<RP@22!Q=65S="T-"FEO;F5D(&EF(%)&12!A
M8W1U86QL>2!E>&ES=&5D(&%T(&%L;"$@26X@>65A<G,@;V8@4U=,:6YG+"!)
M)V0@;F5V97(@<F5A;&QY#0IH96%R9"!A;B!21D4@<VEG;F%L(&]N('1H:7,@
M<VED92!O9B!T:&4@071L86YT:6,N($D@8V]U;&1N)W0@9FEN9"!21D4@;W5T
M;&5T<PT*=6YT:6P@22!I9&5N=&EF:65D('1H92!J86UM97)S(&%S('=H870@
M=&AE>2!W97)E+"!42$5.('1H92!21D4@;W5T;&5T<R!B96-A;64-"F%P<&%R
M96YT+@T*#0H@("!4:&%T('=A<R!A(&)I="!O9F8@=&AE($)!('1H<F5A9#L@
M22!H;W!E('1H92!3=6)J96-T(%!O;&EC92!D;VXG="!J=6UP(&]N#0IM92!F
M;W(@:70A("`@.BTI#0H-"B`@("`@("`@("`@("`@("`@("`@("`@("`@("`@
M("`@("`@("`@("`@(#<S)W,L#0H-"B`@("`@("`@("`@("`@("`@("`@("`@
M("`@("`@("`@("`@("`@("`@("`@("`@("`@("!4;VTL($LY5$$-"@T*+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM#0H-"D1A=&4Z($9R:2P@,C(@
M1&5C(#$Y.34@,3@Z,S0Z,S4@+3`U,#`-"D9R;VTZ(')O8F5R="!F;W=L92`\
M:&%M;6%R;'5N9$!V;WEA9V5R+FYE=#X-"E1O.B!B;V%T86YC:&]R<T!T:&5P
M;W)C:"YC;VT-"D-C.B!G;&]W8G5G<T!T:&5P;W)C:"YC;VT-"E-U8FIE8W0Z
M($%S=&%I8R!M;V1E;"`W-R!M:6,@:6YF;R!N965D960-"DUE<W-A9V4M240Z
M(#PQ.3DU,3(R,C(S,S0N4T%!,3@P,#5`=FEX82YV;WEA9V5R+FYE=#X-"@T*
M1W)E='1I;F=S.PT*("`@("`@("!A;GEB;V1Y(&MN;W<@86YY=&AI;F<@86)O
M=70@=&AE($%S=&%T:6,@;6EC(&UO9&5L(#<W/PT*8V%S="!A;'5M:6YU;2!B
M<F]A9&-A<W0@<W1Y;&4@;6EC+"!H87,@;&]W+"!M960L(&AI9V@@<V5T=&EN
M9W,N#0I)('!E<G-O;F%L;'D@;F5V97(@:VYE=R!!<W1A=&EC(&UA9&4@86YY
M=&AI;F<@;&EK92!T:&ES+@T*=&AA;FMS(&9O<B!A;GD@:6YP=70N#0I2;V)E
M<G0@1F]W;&4-"G1H92!(04U-05),54Y$(&AI<W1O<FEA;@T*4&@N(#4Q-RTW
M.#DM-C<R,0T*12UM86EL.B!(86UM87)L=6YD0'9I>&$N=F]Y86=E<BYN970-
M"@T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@
M1G)I+"`R,B!$96,@,3DY-2`Q.#HT,3HU,"`M,#4P,`T*1G)O;3H@<F]B97)T
M(&9O=VQE(#QH86UM87)L=6YD0'9O>6%G97(N;F5T/@T*5&\Z(&)O871A;F-H
M;W)S0'1H97!O<F-H+F-O;0T*0V,Z(&=L;W=B=6=S0'1H97!O<F-H+F-O;0T*

M4W5B:F5C=#H@:&%M;6%R;'5N9"!04T,M,3`@<W!E86ME<G,@9G,Z#0I-97-S
M86=E+4E$.B`\,3DY-3$R,C(R,S0Q+E-!03$X,CDT0'9I>&$N=F]Y86=E<BYN
M970^#0H-"FAA=F4@-2`H;W)I9VEN86QL>2!L:7-T960@-B!F;W(@,C@P+C`P
M('-H:7!P960I(&)U="P@<V5E;7,@=&AE>2!M87D@;6]V90T*8F5T=&5R(&%S
M('-I;F=L92!U;FET<RX@(&YO=RP@:2!H879E(&1O;F4@;F]T:&EN9R!T;R!T
M:&5S92P@=&AE>2!M87D@;F5E9"!T;PT*8F4@<F4M8V]N960@=&\@<V]U;F0@
M9V]O9"P@86YD(#(@9&5F:6YE=&QY(&YE960@<F5F:6YS:&5D+"!T:&4@;W1H
M97)S('-H;W5L9`T*8VQE86X@=7`@=&\@8F4@870@;&5A<W0@<')E<V5N=&%B
M;&4N#0II9B!I;G1E<F5S=&5D(&EN(&]N92P@:2=L;"!S:&EP('1H96T@9F]R
M("0U,"!E82X-"G1H97-E(&%R92!T:&4@=6YI="!T:&%T+"!D97!E;F1I;F<@
M;VX@8V]L;W(@;6%T8V@@=&AE(&9O;&QO=VEN9SH-"G-P+3(P,"]S<"TT,#`O
M:'$M,3(Y>"P@=&AE<V4@87)E(#$P(B!J96YS96X@<W!E86ME<G,@:6YS:61E
M+"!A<R!S=7!P;&EE9`T*9G)O;2!(86UM87)L=6YD+B!I9B!Y;W4@=V]U;&0@
M;&EK92!O;F4@;W(@;6]R92P@8V]N=&%C="!M92!A="!T:&4@8F5L;W<@:6YF
M;SH-"FAA<'!Y(&AO;&ED87ES#0I2;V)E<G0@1F]W;&4-"G1H92!(04U-05),
M54Y$(&AI<W1O<FEA;@T*4&@N(#4Q-RTW.#DM-C<R,0T*12UM86EL.B!(86UM
M87)L=6YD0'9I>&$N=F]Y86=E<BYN970-"@T*#0HM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@1G)I+"`R,B!$96,@.34@,3<Z-#@@
M0U-4#0I&<F]M.B!43TTN02Y!1$%-4T!M86EL+F%D;6EN+G=I<V,N961U#0I4
M;SH@8F]A=&%N8VAO<G,E=&AE<&]R8V@N8V]M0'9M<RYM86-C+G=I<V,N961U
M#0I3=6)J96-T.B!292X@0VQE9V<@0D$@:6YT97)E<W0-"DUE<W-A9V4M240Z
M(#Q&0TU(-#@P,"Y&0TU(-#@Q,D!M86EL+F%D;6EN+G=I<V,N961U/@T*#0IT
M;SH@8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M#0H-"B`@($DG=F4@9V]T(&$@
M(CDY97(B(&EN('1H92!G87)A9V4@=&AA="=S(&]N('1H92!B86-K(&)U<FYE
M<B!R:6=H="!N;W<[($D@;F5E9`T*82!M86YU86P@86YD('-C:&5M871I8RX@
M5%@@:7,@9&5A9"P@4E@@<V5E;7,@=&\@:&%V92!F<F]N="!E;F0@<')O8FQE
M;7,N#0H-"@T*("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@
M("`@("`@(%1O;2P@2SE400T*#0H-"@T*#0H-"@T*#0H-"@T*#0HM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@1G)I+"`R,B!$96,@
M,3DY-2`Q.#HU.3HQ-"`M,#4P,`T*1G)O;3H@<F]B97)T(&9O=VQE(#QH86UM
M87)L=6YD0'9O>6%G97(N;F5T/@T*5&\Z(&)O871A;F-H;W)S0'1H97!O<F-H
M+F-O;0T*0V,Z(&=L;W=B=6=S0'1H97!O<F-H+F-O;0T*4W5B:F5C=#H@4U`M
M-C`P+4I8+3$T($-U<W1O;2!B>2!(86UM87)L=6YD(&9S.@T*365S<V%G92U)
M1#H@/#$Y.34Q,C(R,C,U.2Y304$Q.#DV.$!V:7AA+G9O>6%G97(N;F5T/@T*
M#0IG<F5T=&EN9W,[#0H@("`@("`@(&%F=&5R('-E=F5R86P@8FET97,L(&ET
M<R!S=&EL;"!A=F%I;&EB;&4N('1H:7,@:7,@;VYE(&]F(&QE<W,@=&AA;@T*
M-3`@=6YI=',@9&]N92!T:&ES('=A>2!B>2!(86UM87)L=6YD+"!F;W(@8FEG
M('=I9W,L(&5M8F%S<WES+"!A;F0-"F%M8F%S<VET;W)S+"!I;B!T:&4@9V]V
M97)N;65N="X@#0IT:&4@3TY,62!R96%S;VX@:70@:7,@9F]R('-A;&4L(&ES
M(&)E8V%U<V4@;7D@=VEF97,@8F5S="!F<FEE;F0@86YD(&AE<B`S#0IY;W5N
M9R!K:61S+"@T('ER<RP@,WER<RP@)B`T(&UO;G1H<RD@87)E('-T<F%N9&5D
M(&EN($=E;W)G:6$L(&%F=&5R(&=O:6YG#0IT:&5R92!F;W(@=&AE(&AO;&ED
M87ES+"!A;F0@:&%V:6YG(&AE<B!C87(@8G)E86L@9&]W;B!B97EO;F0@<F5P
M86ER+B`H(&D-"FMN;W<L(&YI8V4@9W5Y*2!W96QL+"!S:&4@:&%S(&YO(&9A
M;6EL>2!T;R!H96QP(&AE<BP@<V\@:&5R92!I(&%M+B!I9B!Y;W5R#0II;G1E
M<F5S=&5D+"!P<FEC92!I<R`D-C4P('-H:7!P960L(&DG;&P@<VAI<"!A9G1E
M<B!T:&4@,7-T+@T*86YD(&%T(&QE87-T(#(@<&5O<&QE(&AE<F4@;VX@0D$@
M8V%N(&%T=&5S="!T;R!I=',@8V]N9&ET:6]N(&%N9"!L;V]K<RX-"DUA<F,@

M365L=6-A<R`F($-H<FES($=A;&)R86ET:"P@8F]T:"!H879E('-E96X@86YD
M(&AE87)D('1H:7,@8F5A=71I9G5L#0IU;FET+B!S;RP@:68@>6]U(&-A;B!H
M96QP(&UE(&AE;'`@:&5R(&]U="P@9VEV92!M92!A(&)U;7`N#0I04SL@;F5E
M9"!T;R!G970@:&5R(&)A8VL@8F5F;W)E('1H92`Q<W0@;V8@2F%N+B`H<VAE
M('-T87)S="!C;VQL86=E('1H92`S<F0I#0IS;R!I(&YE960@=&AE(&-A<V@@
M87-A<"P@:2=M(&EN(&UI8V@N#0I-86YY('1H86YK<RP-"E)O8F5R="!&;W=L
M90T*=&AE($A!34U!4DQ53D0@:&ES=&]R:6%N#0I0:"X@-3$W+3<X.2TV-S(Q
M#0I%+6UA:6PZ($AA;6UA<FQU;F1`=FEX82YV;WEA9V5R+FYE=`T*#0H-"BTM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+0T*#0I$871E.B!&<FDL(#(R
M($1E8R`Q.3DU(#$Y.C`V.C0X("TP-3`P#0I&<F]M.B!R;V)E<G0@9F]W;&4@
M/&AA;6UA<FQU;F1`=F]Y86=E<BYN970^#0I4;SH@8F]A=&%N8VAO<G-`=&AE
M<&]R8V@N8V]M#0I#8SH@9VQO=V)U9W-`=&AE<&]R8V@N8V]M#0I3=6)J96-T
M.B!L;V]K:6YG(&9O<B!A(&UI;&ET87)Y(&UA;G5A;`T*365S<V%G92U)1#H@
M/#$Y.34Q,C(S,#`P-BY404$Q.3(S-T!V:7AA+G9O>6%G97(N;F5T/@T*#0IW
M;W5L9"!L:6ME('1O(&9I;F0@=&AE(&9O;&QO=VEN9R!M:6QI=&%R>2!M86YU
M86PZ#0I-:6PM2$1"2RTQ-C$-"FEF('EO=2!H879E('-U8V@@86X@86YI;6%L
M+"!A;F0@9&]N)W0@;F5E9"!I="P@<&QE87-E(&QE="!M92!K;F]W+"!M87EB
M92!W90T*8V%N('-W:6YG('-O;64@='EP92!O9B!S86QE(&]R/PT*=&AA;FMS
M#0I2;V)E<G0@1F]W;&4-"G1H92!(04U-05),54Y$(&AI<W1O<FEA;@T*4&@N
M(#4Q-RTW.#DM-C<R,0T*12UM86EL.B!(86UM87)L=6YD0'9I>&$N=F]Y86=E
M<BYN970-"@T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*
M1&%T93H@1G)I+"`R,B!$96,@,3DY-2`Q.3HR.#HQ,R`M,#4P,`T*1G)O;3H@
M<F]B97)T(&9O=VQE(#QH86UM87)L=6YD0'9O>6%G97(N;F5T/@T*5&\Z(&)O
M871A;F-H;W)S0'1H97!O<F-H+F-O;0T*0V,Z(&=L;W=B=6=S0'1H97!O<F-H
M+F-O;0T*4W5B:F5C=#H@5$U#($UU;'1I8V]U<&QE<B!L:6ME(&YE=R!F<SH-
M"DUE<W-A9V4M240Z(#PQ.3DU,3(R,S`P,C@N5$%!,C`Q,C-`=FEX82YV;WEA
M9V5R+FYE=#X-"@T*=VEL;"!S96QL(&UY(&QI:V4@;F5W+"!434,@06YT96YN
M82!-=6QT:6-O=7!L97(@;6]D96PZ($%-0R`V(#4O-T]5#0IW:71H(&UA;G5A
M;"X@<F%C:R!M;W5N="P@:&%N9&QE<R!S:7@@<F5C:65V97)S+"!O9F8@;VYE
M(&%N=&5N;F$N("!U<V5S#0IS;RTR,SD@8V]N;F5C=&]R<RX@9VEV97,@,R!D
M8B!G86EN+"!P;'5S(&YO(&]S8VEL871I;VX@8F5T=V5E;B!R96-I979E<G,N
M(`T*)#,U,"!S:&EP<&5D(`T*=&AA;FMS#0I2;V)E<G0@1F]W;&4-"G1H92!(
M04U-05),54Y$(&AI<W1O<FEA;@T*4&@N(#4Q-RTW.#DM-C<R,0T*12UM86EL
M.B!(86UM87)L=6YD0'9I>&$N=F]Y86=E<BYN970-"@T*#0HM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@1G)I+"`R,B!$96,@,3DY
M-2`Q.3HP.#HS."`M,#8P,"`H0U-4*0T*1G)O;3H@0F]B(%)O96AR:6<@/&)R
M;V5H<FEG0&%D;6EN+F%U<F]R82YE9'4^#0I4;SH@;C5O9F9`=S5D9&PN86%R
M82YO<F<-"D-C.B!-=6QT:7!L92!R96-I<&EE;G1S(&]F(&QI<W0@/&)O871A
M;F-H;W)S0'1H97!O<F-H+F-O;3X-"E-U8FIE8W0Z(%)E.B!-96UP:&ES($)E
M;&QE#0I-97-S86=E+4E$.B`\4&EN92Y53%0N,RXY,2XY-3$R,C(Q.3`W,#(N
M,SDX-T(M,3`P,#`P0&%D;6EN+F%U<F]R82YE9'4^#0H-"D]N($9R:2P@,C(@
M1&5C(#$Y.34@;C5O9F9`=S5D9&PN86%R82YO<F<@=W)O=&4Z#0H-"CX@5VAE
M;B`B36]T:&5R(&%N9"!#;W5N=')Y(B!C;VQL:61E9"!W:71H('1H92!'97)M
M86X@9FEG:'1E<BP@=&AE($U"(`T*/B!R861I;R!O<"!P=70@;W5T(&$@8V%L
M;"!T;R!T:&5M+B`@2&4@9V]T<R!A(&9E=R!S8W)E86US(&]N('9O:6-E+"`-
M"CX@=&AE;B!A(#$R,"!L:6YE('!E<B!M:6YU=&4@1D%8('-I9VYA;"P@=&AE
M;B!A($L@:6X@0U<N#0H-"E=E;&PL('!E<FAA<',@:70@=V%S(')E86QL>2!A
M($=E<FUA;B!(96QL<V-H<F5I8F5R(#HM*2!))W9E(&YE=F5R(&AE87)D#0IO

M;F4@;V8@=&AO<V4@;VX@=&AE(&%I<B!B=70@:70@<V]U;F0@82!L;W0@;&EK
M92!&05@N#0HW,R!A;F0@<V5A<V]N)W,@9W)E971I;F=S('1O(&%L;"`M(&1E
M($LY155)#0H-"@T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2T-
M"@T*1&%T93H@1G)I+"`R,B!$96,@,3DY-2`Q.3HR,#HS-"`M,#8P,"`H0U-4
M*0T*1G)O;3H@0F]B(%)O96AR:6<@/&)R;V5H<FEG0&%D;6EN+F%U<F]R82YE
M9'4^#0I4;SH@4&5T97(@1F5R<F%N9"`\<&9E<G)A;F1`<V-O;W0N;F5T:7,N
M8V]M/@T*0V,Z($UU;'1I<&QE(')E8VEP:65N=',@;V8@;&ES="`\8F]A=&%N
M8VAO<G-`=&AE<&]R8V@N8V]M/@T*4W5B:F5C=#H@4F4Z($AE871H($QU;F-H
M8F]X(&]N(#@P(&]R(#0P/S_#0I-97-S86=E+4E$.B`\4&EN92Y53%0N,RXY
M,2XY-3$R,C(Q.3$X,3,N.3@T,4$M,3`P,#`P0&%D;6EN+F%U<F]R82YE9'4^
M#0H-"D]N($9R:2P@,C(@1&5C(#$Y.34L(%!E=&5R($9E<G)A;F0@=W)O=&4Z
M#0H^(#X@#0H^(#X@2&%S(&%N>6]N92!E=F5R(&-O;G-I9&5R960@=&%K:6YG
M(&$@*$I53DM%4BD@2&5A=&@@3'5N8VAB;W@@#0H^(#X@=')A;G-C96EV97(@
M86YD(&UO9&EF>6EN9R!I="!T;R!R=6X@;VX@;VYE(&]F('1H92!(1@T*/B`^
M(&AA;6)A;F1S/R!486ME(&]U="!T:&4@9&]U8FQE<BUT<FEP;&5R+71R:7!L
M97(@<V5C=&EO;BP@#0H^(#X@=7-E(&-O;7!O;F5N=',@9F]R(#@P;2XN+BYY
M;W4@=V]U;&0@=&AE;B!H879E(&%N(#@P;2!S=7!E<G)E9V5N#0H-"D1O;B=T
M(&MN;W<@86)O=70@=&AE(")L=6YC:&)O>"(@8G5T(&)A8VL@:6X@=&AE("<U
M,"=S(&]U<B!C;'5B("A&;W@-"E)I=F5R(%)A9&EO($QE86=U92D@:6X@075R
M;W)A+"!)3"X@;6%D92!A(&)U;F-H(&]F(")#;'5B(%-A=F5R<R(-"G=H:6-H
M('=E<F4@86QO;F<@=&AE('-A;64@;&EN92X@02!F<FEE;F0@;V8@;6EN92!D
M:60@8V]N=F5R="!O;F4@=&\-"F5I=&AE<B`Q,"!O<B`Q-2!M971E<G,@86YD
M(&AA9"!A(&)A;&P@=VET:"!I="X-"@T*0F]B+"!+.45520T*#0H-"BTM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+0T*#0I$871E.B!3870L(#(S($1E
M8R`Q.3DU(#$R.C,W.C,T("LQ,3`P#0I&<F]M.B!M;W)R:7-O0'9I9G`N;6]N
M87-H+F5D=2YA=2`H36]R<FES($]D96QL*0T*5&\Z(&)O871A;F-H;W)S0'1H
M97!O<F-H+F-O;0T*4W5B:F5C=#H@4F4Z(%)E6S)=.B!(97)T>CH@3F\A#0I-
M97-S86=E+4E$.B`\,3DY-3$R,C,P,3,W+DU!03`T-3`X0&)R86EN+G9I9G`N
M;6]N87-H+F5D=2YA=3X-"@T*/D%S($AA;FL@5F%N($-L965F('-A:60-"@T*
M/D]N92!P;&%C92!W:&5R92!I;G1E<FYA=&EO;F%L('5S86=E(&ES($Y/5"!M
M971R:6,@:7,@:6X@879I871I;VXN#0H-"E1H92!O=&AE<B!E>&%M<&QE(&]F
M('1H:7,@:7,@:7,@:6X@;65D:6-I;F4N(%=E(&UE87-U<F4@8FQO;V0@<')E
M<W-U<F4@:6X-"FUI;&QI;65T<F5S(&]F(&UE<F-U<GD@*')E9F5R<FEN9R!T
M;R!T:&4@0D$@;V8@8F]O9"!P<F5S<W5R92!M86-H:6YE<R!T:&%T#0IU<V4@
M;65R8W5R>2!C;VQU;6X@;6%N;VUE=&5R<RDN(%1H97)E('=A<R!A;B!A='1E
M;7!T(&$@9F5W('EE87)S(&%G;R!T;PT*<F5F97(@=&\@0E`@:6X@:VEL;W!A
M<V-A;',@;W(@<V]M92!S=6-H('1H:6YG(&)U="!I="!D:65D(&$@=V5L;"!D
M97-E<G9E9`T*<')E;6%T=7)E(&1E871H+@T*#0I-;W)R:7,@5DLS1$]##0IM
M;W)R:7-O0'9I9G`N;6]N87-H+F5D=2YA=0T*#0H-"BTM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+0T*#0I$871E.B!&<FDL(#(R($1E8R`Y-2`R,#HR
M,"!#4U0-"D9R;VTZ($IA:V4@2&5L;&)A8V@@/&MK-6AY0&%C8V5S<V-O;2YN
M970^#0I4;SH@8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M#0I3=6)J96-T.B!(
M96QP(&ED96YT:69Y(&)A='1E<GD-"DUE<W-A9V4M240Z(#PQ.3DU,3(R,S`R
M,C`N54%!,34R-C1`=7)O+G1H97!O<F-H+F-O;3X-"@T*2&5L;&\@=&\@86QL
M+`T*22!H879E(&$@8F%T=&5R>2!T:&%T($D@=V]U;&0@;&EK92!T;R!K;F]W
M('1H92!O<FEG:6X@86YD('=H870@:70@;6%Y(&AA=F4-"F)E96X@=7-E9"!F
M;W(N#0H-"E1H92!D97-C<FEP=&EO;B!I<SH-"@T*0VQE87(@9VQA<W,@:F%R
M(&%B;W5T(#$@9V%L;&]N(&EN('-I>F4@-R(@9&EA+B!A;F0@,3`B('1A;&PN

M(%1H97)E(&ES(&]N;'D@80T*<VUA;&P@;6%R:VEN9R!O;B!T:&4@:F%R('1H
M870@;&]O:W,@;&EK92!A('-I9&5W87ES('=I<VAB;VYE('-H87!E+"!N;R!O
M=&AE<@T*;6%R:VEN9W,N#0H-"D-E<F%M:6,@=&]P('1H870@<VET<R!O;B!T
M:&4@=&]P(&]F('1H92!G;&%S<R!J87(L('1O<"!H87,@=&AE(&YA;64@(D5$
M25-/3B(-"F%N9"`B34%$12!)3B!54T$B(&EN(')A:7-E9"!L971T97)S+@T*
M#0I3=7-P96YD960@9G)O;2!T:&4@=&]P(&%R92`U('II;F,@<&QA=&5S('=I
M=&@@-"!C87)B;VX@<&QA=&5S(&)E='=E96X@=&AE;0T*=&AA="!H879E(&-E
M<F%M:6,@:6YS=6QA=&]R<R!T;R!S97!A<F%T92!T:&4@<&QA=&5S+B!0;&%T
M97,@87)E(#0N-2(@=VED90T*86YD(#4B('1A;&PN#0H-"DEN('1H92!C96YT
M97(@;V8@=&AE('1O<"!I<R!A(&)R87-S('-T=60@=VET:"!A(&)R87-S('=I
M;F<@;G5T(&9O<@T*8V]N;F5C=&EO;B!O9B!T:&4@<&QU<R!S:61E(&]F('1H
M92!B871T97)Y+B!4:&5R92!I<R!A('-M86QL(&AO;&4@;VX@;VYE#0IE9&=E
M(&]F('1H92!T;W`@9F]R(&$@=VER92!T:&%T(&QE861S(&EN=&\@=&AE(&IA
M<B!T:&%T(&-O;FYE8W1S('1O('1H92!Z:6YC#0IP;&%T97,@9F]R('1H92!N
M96=A=&EV92!S:61E+@T*#0H-"E1H86YK<RP@2F%K92!+2S5(60T**RLK*RLK
M*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK
M*RLK*RLK*RLK*RLK*RL-"D5M86EL('9I83H@:VLU:'E`86-C97-S8V]M+FYE
M=`T*0VAE8VL@;W5T('1H92!797-T<VED92!!4D,@5V5B('!A9V4@870Z(`T*
M:'1T<#HO+W=W=RYA8V-E<W-C;VTN;F5T+WYK:S5H>0T*57!D871E9"!W:71H
M(&)O871A;F-H;W(@;&EN:W,-"BLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK
M*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK#0H-"@T*
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM#0H-"D1A=&4Z($9R:2P@
M,C(@1&5C(#$Y.34@,3DZ-#`Z,30@+3`X,#`-"D9R;VTZ(&-B;6)E<W1`:7@N
M;F5T8V]M+F-O;2`H4F%Y($1E;FYI<R`I#0I4;SH@8F]A=&%N8VAO<G-`=&AE
M<&]R8V@N8V]M#0I3=6)J96-T.B!!;GD@2&5A=&@@2$$M,30@=7-E<G,@;W5T
M('1H97)E/PT*365S<V%G92U)1#H@/#$Y.34Q,C(S,#,T,"Y404$P,#,S-T!I
M>#DN:7@N;F5T8V]M+F-O;3X-"@T*3VYE(&]F(&UY(&9A=F]R:71E('!I96-E
M<R!O9B!E<75I<&UE;G0@:7,@82!(96%T:"!(02TQ-"!L:6YE87(@#0IA;7!L
M:69I97(N("!)="!W87,@86-T=6%L;'D@<V]L9"!A<R!A(&UO8FEL92!A;7!L
M:69I97(@8G5T('1H97)E('=A<R!A;B`-"D%#('!O=V5R('-U<'!L>2!A=F%I
M;&%B;&4@=&]O+B`@5&AE(&-I<F-U:70@:7,@=F5R>2!S:6UI;&%R('1O('1H
M92`-"E-"+3(P,"!A;F0@=&AE(&%M<"!I='-E;&8@:7,@86)O=70@=&AE('-I
M>F4@;V8@82!L87)G92!B;V]K+B`@4F5A;"`-"F-U=&4A("!)(&%M('-T:6QL
M('5S:6YG(&UI;F4M+7=O=6QD;B=T(&=I=F4@:70@=7`@9F]R(&%N>71H:6YG
M+@T*#0I)<R!A;GEO;F4@96QS92!U<VEN9R!O;F4L(&]R(&1O('EO=2!H879E
M('-O;64@<W1O<FEE<R!T;R!S:&%R92!A8F]U="`-"G1H92!(02TQ-#\-"@T*
M4F%Y(%<P1%$-"@T*+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM#0H-
M"D1A=&4Z($9R:2P@,C(@1&5C(#$Y.34@,C(Z-#<Z,S0@+3`V,#`@*$-35"D-
M"D9R;VTZ($9I<F4@0F]T=&QE(&%R8VAI=F4@:&%N9&QE<B`\9FER96)O=&Q`
M:F%C:V%T86LN=&AE<&]R8V@N8V]M/@T*5&\Z(&)O871A;F-H;W)S0'1H97!O
M<F-H+F-O;0T*4W5B:F5C=#H@37D@=VES:"!F;W(@=&AE($YE=R!996%R+BXN
M#0I-97-S86=E+4E$.B`@/#DU,3(R,C(R-#<N86$P.3(U-D!J86-K871A:RYT
M:&5P;W)C:"YC;VT^#0H-"FES('1H870@979E<GEO;F4@<VAO=R!M;W)E(&-O
M;G-I9&5R871I;VX@9F]R(&5V97)Y;VYE(&]N('1H92!L:7-T+BXN#0H-"E1H
M:7,@:&%S(&)E96X@82!W;VYD97)F=6P@97AP97)I96YC92P@86YD('1H:7,@
M;&ES="!I<R!A(&UA<G9E;&]U<R`-"G!L86-E(&9O<B!M92!T;R!H86YG(&]U
M="!A;F0@96YJ;WD@=&AE(&-O;7!A;GD@;V8@9F]L:W,@=VAO(&5N:F]Y('1H
M92`-"G-A;64@=&AI;F=S+@T*#0I,970@=7,@=&%K92!T:&4@=&EM92!T;R!E

M9&ET(&1O=VX@=&AE('1E>'0@=V4@:6YC;'5D92X@1F]R('1H92!M;VUE;G0L
M(`T*22=D(&QI:V4@=&\@;W9E<FQO;VL@=&AE(&]B=FEO=7,@8F%N9'=I9'1H
M(&QO9VEC(&9O<B!T:&ES+"!A;F0@<&]I;G0@#0IO=70@=&AE(")I;G1E;&QE
M8W1U86PB(&EN=F5S=&UE;G0@=V4@86QL('-H;W5L9"!M86ME.B!I9B!Y;W4@
M8V%N)W0@8F4@#0IB;W1H97)E9"!T;R!E9&ET('1H92!S=6)M:7-S:6]N+"!A
M;F0@<F5M;W9E('1H92!T97AT('1H870@:7-N)W0@#0IR96QA=&5D('1O('=H
M870@>6]U(&%R92!P;W-T:6YG("A73U)35"!03U-324),13H@5VAY(&EN8VQU
M9&4@=&AE(`T*:&5A9&5R<R!F<F]M(&%N;W1H97(@<&]S=#\@3W(L('1H92`N
M<VEG(&)L;V-K(&%T('1H92!E;F0I('-O('=H870@=V4@#0IH879E(')E<')E
M<V5N=',@82!.970@061D:71I;VX@=&\@=&AE(&QI<W0N+BX-"@T*3&5T)W,@
M86QL('1R>2!T;R!T<F5A="!E86-H(&]T:&5R('=I=&@@<F5S<&5C="!A;F0@
M9&EG;FET>2P@86YD(&YO="`-"G!O:6YT(&9I;F=E<G,L(&-A;&P@96%C:"!O
M=&AE<B!N86UE<RP@;W(@9&ES<&QA>2!O=7(@9F%N871I8V%L(`T*<&%R;V-H
M:6%L:7-M+"!N;W0@;6%T=&5R(&AO=R!W96QL+7!L86-E9"!I="!M:6=H="!B
M92XN+B`[7BD-"@T*3&5T)W,@;6%K92!O=7(@<W5B;6ES<VEO;G,@=&\@=&AE
M(&QI<W0@=V]R=&@@<F5A9&EN9RP@961I="!F;W(@#0IC;&%R:71Y+"!A;F0@
M:6YC;'5D92!O;FQY('1H92!T97AT(&9R;VT@82!P<F5V:6]U<R!P;W-T('1H
M870@:7,@#0I215%525)%1"!T;R!M86ME('EO=7(@<&]I;G0N+BX@=&AE<F4@
M:7,@;F\@*F=O;V0J(&5X8W5S92P@<V%V92`-"FQA>FEN97-S(&]R(&QA8VL@
M;V8@8V]N<VED97)A=&EO;B!O9B!T:&4@<F5S="!O9B!T:&4@;&ES="P@9F]R
M(`T*:6YC;'5D:6YG(&%L;"!O9B!A('!R979I;W5S('!O<W0@=VET:"!A(")-
M92P@=&]O(2(@8V]M;65N="XN+B!M86ME(`T*=&AA="!O;F4@=&\@>6]U<B!M
M;VYI=&]R(&%N9"!S879E('1H92!L:7-T(&9R;VT@<W5C:"!B86YA;"!R96UA
M<FMS+BXN#0H-"E-O+"!))VT@;F]T(')E86P@9W)E961Y+"!A;F0@22!D;VXG
M="!E>'!E8W0@86QL('1H97-E('1H:6YG<RP@<V\L($DG;&P@#0IS971T;&4@
M9F]R('1W;R!O=71T82!T:')E92$@.UXI#0H-"DAA<'!Y($AO;&ED87ES+"!Y
M82=L;"!A;F0@82!V97)Y($AA<'!Y(&%N9"!O<F]S<&5R;W5S($YE=R!996%R
M('1O($%L;"$-"BTM#0HW,PT*2F%C:RP@5S104%OO36]B:6QE("@W-4T@4U-"
M(#(M;&5T=&5R(%=!4R`C,38U-R\C,3<X.2`M+2!B;W1H(&%L;"!M;V)I;&4A
M(#M>*0T*("`@("`@("`@("`@+2`M("T@0F]A=$%N8VAO<B!-86EL:6YG($QI
M<W0@07)C:&EV97(O3W=N97(@+2`M("T-"F9I<F5B;W1L0&IA8VMA=&%K+G1H
M97!O<F-H+F-O;2`@("`@+2TM+2`@("!L:7-T;W=N0&IA8VMA=&%K+G1H97!O
M<F-H+F-O;0T*#0H-"BTM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+0T*
M#0I$871E.B!3870L(#(S($1E8R`Q.3DU(#`P.C`X.C$Q("TP-3`P#0I&<F]M
M.B!R;V)E<G0@9F]W;&4@/&AA;6UA<FQU;F1`=F]Y86=E<BYN970^#0I4;SH@
M8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M#0I#8SH@9VQO=V)U9W-`=&AE<&]R
M8V@N8V]M#0I3=6)J96-T.B!!<W1A:6,@;6]D96P@-S<@:6YF;SH@('1H86YK
M<R!T;R!A;&P-"DUE<W-A9V4M240Z(#PQ.3DU,3(R,S`U,#@N04%!,#$W,#-`
M=FEX82YV;WEA9V5R+FYE=#X-"@T*5&AA;FL@>6]U('1O;R!A;&P@=VAO('-E
M;G0@:6YF;RXN($D@;F]W(&MN;W<@;6]R92!T:&%N(&D@9&ED+@T*4F]B97)T
M($9O=VQE#0IT:&4@2$%-34%23%5.1"!H:7-T;W)I86X-"E!H+B`U,3<M-S@Y
M+38W,C$-"D4M;6%I;#H@2&%M;6%R;'5N9$!V:7AA+G9O>6%G97(N;F5T#0H-
M"@T*+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM#0H-"D1A=&4Z(#(S
M($1E8R`Y-2`P-#HS-CHT-"!%4U0-"D9R;VTZ($)I;&P@365A<F$@/#<T-3,W
M+C$Q,#!`8V]M<'5S97)V92YC;VT^#0I4;SH@;75L=&EP;&4@<F5C:7!I96YT
M<R`\8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M/@T*4W5B:F5C=#H@.#`@;65T
M97(@;'5N8VAB;WAE<R$-"DUE<W-A9V4M240Z(#PY-3$R,C,P.3,V-#1?-S0U
M,S<N,3$P,%]%2$@R-RTR0$-O;7!U4V5R=F4N0T]-/@T*#0I9;W4@:VYO=RP@

M22!H879E(&$@8V]U<&QE(&]F($AE871H($QU;F-H8F]X97,@<VET=&EN9R!H
M97)E+B`@5&AE>2!W97)E('%U:65T;'D-"FUI;F1I;F<@=&AE:7(@;W=N(&)U
M<VEN97-S+"!U;G1I;"!42$%4($U%4U-!1T4@(&9R;VT@06YD>2!C86UE('1H
M<F]U9V@N("!.;W<-"G1H97D@<V5E;65D(&1E<W1I;F5D('1O(&5N9"!T:&5I
M<B!L:79E<R!O;B`X,"!M971E<G,N("!'<F5A="!I9&5A($%N9'DL(&)U="!Y
M;W5R#0IS=6=G97-T:6]N(&ES('-U<F4@=&\@('!R;W9I9&4@;&]T<R!O9B!N
M97<@;6%T97)I86P@9F]R('1H92`B0V]N9F5S<VEO;G,B#0IT:')E860A("`@
M#0HW,R`@9G)O;2!":6QL("!.,D-14B](23@@("`W-#4S-RXQ,3`P0&-O;7!U
M<V5R=F4N8V]M(`T*4V]O;B!T;R!B92!R=6YN:6YG(&%N(#@P(&UE=&5R($%-
M(&QU;F-H8F]X(2`-"@T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2T-"@T*1&%T93H@,C,@1&5C(#DU(#`T.C,V.C,X($535`T*1G)O;3H@0FEL
M;"!-96%R82`\-S0U,S<N,3$P,$!C;VUP=7-E<G9E+F-O;3X-"E1O.B!M=6QT
M:7!L92!R96-I<&EE;G1S(#QB;V%T86YC:&]R<T!T:&5P;W)C:"YC;VT^#0I3
M=6)J96-T.B!32TX@<FEG#0I-97-S86=E+4E$.B`\.34Q,C(S,#DS-C,X7S<T
M-3,W+C$Q,#!?14A(,C<M,4!#;VUP=5-E<G9E+D-/33X-"@T*2F5F9B`M($DG
M;2!A;&UO<W0@96UB87)R87-S960@=&\@<V%Y('1H870@;7D@4TM.(')I9R!B
M92!M>2!R96=U;&%R(')I9R$@($1R86ME#0HR+4(L($A4+3,W(&%N9"!T:&4@
M;W)D:6YA<GD@<W1R86EG:'0@:V5Y('1H870@22!N;W)M86QL>2!U<V4A("`@
M3&%S="!Y96%R($D@;6%D90T*;VYE(&-O;G1A8W0@=VET:"!A;B!(5RTX(&%N
M9"!A(&1I<&]L92!F<F]M(&9R:6=I9"!.62!S=&%T92X@#0I4:&ES('EE87(@
M22=L;"!B92!I;B!F<F]N="!O9B!B;V%T86YC:&]R<RP@8G5T(&EN(%-A;G1O
M($1O;6EN9V\@22!H879E(&YO(&YE960-"F9O<B!"02!S:&%C:R!H96%T:6YG
M(2`@2&]P92!T;R!W;W)K('EO=2!O;B!32TXN("`-"C<S(2`@0FEL;"`@3C)#
M45(O2$DX#0HW-#4S-RXQ,3`P0&-O;7!U<V5R=F4N8V]M(`T*4V%N=&\@1&]M
M:6YG;RP@1&]M:6YI8V%N(%)E<'5B;&EC(`T*4G5N;FEN9SH@2%0M,S<L(#(M
M0BP@2%<M,3`Q+"!(42TQ,#`@*'=I=&@@4U`M-C`P#0IA;F0@4U@M-#,@87=A
M:71I;F<@<F5P86ER<RD-"@T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2T-"@T*1&%T93H@,C,@1&5C(#DU(#`U.C`Q.C,R($535`T*1G)O;3H@
M0FEL;"!-96%R82`\-S0U,S<N,3$P,$!C;VUP=7-E<G9E+F-O;3X-"E1O.B!M
M=6QT:7!L92!R96-I<&EE;G1S(#QB;V%T86YC:&]R<T!T:&5P;W)C:"YC;VT^
M#0I3=6)J96-T.B!(42TQ,#`@<&%R=',-"DUE<W-A9V4M240Z(#PY-3$R,C,Q
M,#`Q,S)?-S0U,S<N,3$P,%]%2$@U-"TQ0$-O;7!U4V5R=F4N0T]-/@T*#0I*
M;VAN.B`@22!G;W0@=&AE(&]R:6=I;F%L(&UA;G5A;"!W96X@22!B;W5G:'0@
M;7D@2%$M,3`P(&%T(&$@1&]M:6YI8V%N(&AA;69E<W0@80T*9F5W('EE87)S
M(&%G;RX@(%1H92!M86YU86P@:&%S(&AE;&0@=&]G971H97(@=F5R>2!W96QL
M("AE<W!E8VEA;&QY(&-O;G-I9&5R:6YG#0IT:&%T(&ET('!A<W-E9"!A;&P@
M=&AE<V4@>65A<G,@:6X@=&AE('1H92!T<F]P:6-S(2D@86YD(&QO;VMS(&=R
M96%T('-I='1I;F<@;F5X=`T*=&\@=&AE(')A9&EO+B!,;W1S(&]F(&YE870@
M86YN;W1A=&EO;G,@8GD@<')E=FEO=7,@;W=N97)S+B`@66]U(&=E="!A('-E
M;G-E(&]F#0IW:&%T('1H97D@=V5R92!L:7-T96YI;F<@=&\N("!)(&-O=6QD
M('-E;F0@>6]U(&$@8V]P>2!O9B!T:&4@<V-H96UA=&EC(&%N9"!A;GD-"F]T
M:&5R(&EN9F\@>6]U(&YE960N("!,970@;64@:VYO=RX@("`-"C<S(2`@0FEL
M;"`@3C)#45(O2$DX#0HW-#4S-RXQ,3`P0&-O;7!U<V5R=F4N8V]M(`T*4V%N
M=&\@1&]M:6YG;RP@1&]M:6YI8V%N(%)E<'5B;&EC(`T*4G5N;FEN9SH@2%0M
M,S<L(#(M0BP@2%<M,3`Q+"!(42TQ,#`@*'=I=&@@4U`M-C`P#0IA;F0@4U@M
M-#,@87=A:71I;F<@<F5P86ER<RD-"@T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2T-"@T*1&%T93H@4V%T+"`R,R!$96,@,3DY-2`P-#HP-#HQ
M,"`M,#8P,`T*1G)O;3H@0FEL;"!3;W)S8GD@/&)I;&PN<V]R<V)Y0&1L97`Q

M+FET9RYT:2YC;VT^#0I4;SH@8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M#0I3
M=6)J96-T.B!.871I;VYA;"!#;VUP86YY(%1R86YS;6ET=&5R#0I-97-S86=E
M+4E$.B`\,3DY-3$R,C,Q,#`T+D5!03$T-S,X0&1L97`Q+FET9RYT:2YC;VT^
M#0H-"D=R965T:6YG<R!";V%T06YC:&]R:71E<SL-"@T*02!N=6UB97(@;V8@
M=&EM97,@;VX@=&AE(&QI<W0@22=V92!S965N(')E9F5R96YC92!T;R!T:&4@
M9F%C="!T:&%T($YA=&EO;F%L#0ID:60@;F]T(&UA:V4@=')A;G-M:71T97)S
M+B`@1&5C96UB97(@,3DS."!14U0L(&AO=V5V97(L(&-A<G)I97,@82!F=6QL
M('!A9V4-"F%D(&9O<B!A("(V,#`@=V%T="(@3F%T:6]N86P@0V]M<&%N>2!T
M<F%N<VUI='1E<BX@5&AI<R!T<F%N<VUI='1E<B!C;VYS:7-T<PT*;V8@-2!R
M86-K(&UO=6YT(&%S<V5M8FQI97,@=VAI8V@@87)E('-H;W=N(&EN(&$@<F%C
M:R!S=&%N9&EN9R!A8F]U="`V(&9E970-"FAI9V@N("!497AT(&]F('1H92!A
M9"!I<R!A<R!F;VQL;W=S.@T*#0HB5&AE($YA=&EO;F%L(#8P,"UW871T(%1R
M86YS;6ET=&5R(&ES('-O('1H;W)O=6=H;'D@96YG:6YE97)E9"!T:&%T('1H
M90T*;F5W8V]M97(@8V%N('!R;V-E960@=VET:"!C;VYF:61E;F-E+"!Y970@
M=&AE('5N:71S(&%R92!S;R!F;&5X:6)L92!T:&%T#0IT:&5Y(&%L;&]W('1H
M92!C;VYS=')U8W1O<B!A;&UO<W0@8V]M<&QE=&4@9G)E961O;2!I;B!B=6EL
M9&EN9R!T;R!S=6ET(&AI<PT*;W=N('!A<G1I8W5L87(@<F5Q=6ER96UE;G1S
M+B`@5&AE(&)A<VES(&]F('1H92`V,#`M=V%T="!4<F%N<VUI='1E<B!I<R!T
M:&4-"G-E="!O9B!&;W5N9&%T:6]N(%5N:71S+"!P86YE;',@86YD(&-H87-S
M:7,@8V]M<&QE=&5L>2!F:6YI<VAE9"!A;F0@<F5A9'D-"F9O<B!A<W-E;6)L
M>2P@<W5P<&QI960@=VET:"!T:&4@;F5C97-S87)Y('-P96-I86P@<&%R=',@
M86YD(&AA<F1W87)E+B`@5&AE#0IP;W=E<B!S=7!P;'D@86YD(&UO9'5L871O
M<B!C:&%S<VES(&%R92!P=6YC:&5D('1O(')E8V5I=F4@<W1A;F1A<F0-"E1H
M;W)D87)S;VX@0TA4('5N:71S+"!C;VUB:6YI;F<@8V]N=F5N:65N8V4@86YD
M(')E;&EA8FEL:71Y(&%T(&QO=R!C;W-T+@T*36]R92!C;VUP;&5T92!I;F9O
M<FUA=&EO;B!O;B!T:&ES(&5F9FEC:65N="!A;F0@96-O;F]M:6-A;"!T<F%N
M<VUI='1E<B!W:6QL#0IB92!F;W5N9"!I;B!T:&4@3F%T:6]N86P@(C8P,"UW
M871T(%1R86YS;6ET=&5R(B!";V]K;&5T+"!N97=L>2!R979I<V5D+"!A;F0-
M"FEN('1H92!.871I;VYA;"!#871A;&]G=64L(&)O=&@@879A:6QA8FQE(&9R
M;VT@>6]U<B!D96%L97(N(B`-"@T*3V)V:6]U<VQY+"!T:&ES(&ET96T@=V]U
M;&0@8F4@82!M=7-T+6AA=F4@9F]R(&%N>2!S97)I;W5S($YA=&EO;F%L#0IC
M;VQL96-T;W(A("!(;6UM+BXN+"!W;VYD97(@:&]W(&UA;GD@=V5R92!M861E
M+@T*#0I!;GEB;V1Y(&5V97(@<G5N(&%C<F]S<R!A($IO:&YS;VX@<F5C96EV
M97(_#0H-"E)E9V%R9',L#0I":6QL(%-O<G-B>2P@3C5"52`@("`@("`@(&)I
M;&PN<V]R<V)Y0&1L97`Q+FET9RYT:2YC;VT-"@T*#0HM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@4V%T+"`R,R!$96,@,3DY-2`P
M-#HT.3HU-B`M,#8P,`T*1G)O;3H@9F=I;&UO<F5`=V]O9'1E8V@N8V]M#0I4
M;SH@:W,P9D!B87-I8RYN970L($UU;'1I<&QE(')E8VEP:65N=',@;V8@;&ES
M="`\8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M/@T*4W5B:F5C=#H@4F4Z(%5P
M<&5R(&-A<V4L5FEK:6YG($EN=F%D97)S+$A23R!C;VEL<RP@4TM.#0I-97-S
M86=E+4E$.B`\,3DY-3$R,C,Q,#0Y+D5!03$Y,3@Q0&=X;"YW;V]D=&5C:"YC
M;VT^#0H-"E=H96X@22!W87,@=V]R:VEN9R!F;W(@=&AE($%24DP@86YD('!U
M='1I;F<@:6X@<V]M92!T:6UE(&%S(&%N(&]P(&%T(#%!5R!W92!U<V5D(`T*
M0U<@;6EL;',@=&AA="!W97)E('5P<&5R(&-A<V4@;VYL>2X@($QA=&5R('-A
M=R!M;W)E(&]F('1H96T@:6X@;7D@96%R;'D@9&%Y<R!A<R`-"F$@<&]L:6-E
M(')A9&EO(&]P97)A=&]R(&)E9F]R92!)('=E;G0@;VX@=&AE(')O860N("!#
M;VYV96YI96YT+@T*#0HW,RP-"@T*1G)A;FL@2S!*4$H@97@M5S505E@@+BXN
M+2XM#0H-"BTM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+0T*#0I$871E

M.B!3870L(#(S($1E8R`Q.3DU(#`W.C0S.C,Y("TP-C`P#0I&<F]M.B!":6QL
M(%-O<G-B>2`\8FEL;"YS;W)S8GE`9&QE<#$N:71G+G1I+F-O;3X-"E1O.B!B
M;V%T86YC:&]R<T!T:&5P;W)C:"YC;VT-"E-U8FIE8W0Z($AA;&QI8W)A9G1E
M<B=S($-H<FES=&UA<R!-97-S86=E#0I-97-S86=E+4E$.B`\,3DY-3$R,C,Q
M,S0S+DA!03$W.#0Q0&1L97`Q+FET9RYT:2YC;VT^#0H-"@T*#0I(97)E(&ES
M($AA;&QI8W)A9G1E<B=S('1W;R!P86=E($-H<FES=&UA<R!A9"!F<F]M($IA
M;G5A<GD@,3DT,"!14U0Z#0H-"B)*=7-T(&9I=F4@>65A<G,@86=O('1H:7,@
M;6]N=&@L('1H92!F:7)S="!(86QL:6-R869T97)S(&%D=F5R=&ES96UE;G0-
M"F%P<&5A<F5D(&EN(%%35"X@(%=I=&@@=&AE('!R;V1U8W1I;VX@;V8@=&AA
M="!O<FEG:6YA;"!3+3$@;6]D96PL('=E(&IO:6YE9`T*86X@875G=7-T(&-O
M;7!A;GD@;V8@8G5I;&1E<G,@;V8@8V]M;75N:6-A=&EO;G,@97%U:7!M96YT
M+B`@5&AE>2!H879E(&)E96X-"F9I;F4L(&-L96%N(&-O;7!E=&ET;W)S('=I
M=&@@82!S=&%N9&%R9"!O9B!E=&AI8W,@8V]M;65N<W5R871E('=I=&@@=&AE
M#0ID:6=N:71Y(&]F('1H92!A;6%T975R(&9R871E<FYI='DN#0H-"D%L(%)E
M861Y+"!O=VYE<B!O9B!T:&4@3F%T:6]N86P@0V]M<&%N>2P@=V4@:&%V92!K
M;F]W;B!F;W(@>65A<G,N("!,;&]Y9`T*2&%M;6%R;'5N9"!I<R!S=&EL;"!O
M;F4@;W(@;W5R(&)E<W0@9G)I96YD<RX@($%N9"!I="!H87,@8F5E;B!G;V]D
M('1O('-E90T*2FEM($UI;&QE;B!S=&%R="!O=70@;VX@:&ES(&]W;BX@($YO
M(&]N92!W:7-H97,@:&EM(&UO<F4@9V]O9"!S86EL:6YG('1H86X-"G=E(&1O
M+@T*#0I%+D<N(%-H86QK:&%U<V5R(&%N9"!2=7-S96QL(%!L86YC:R!L875N
M8VAE9"!2344@<VAO<G1L>2!B969O<F4@=V4@96YT97)E9`T*=&AE(&9I96QD
M+B`@5&AE>2!H879E(&)E96X@82!R96%L('-U8V-E<W,L(&%N9"!W92!A<F4@
M:&%P<'D@=&\@<V5E(&ET+B`@5&\-"G1H92!O=&AE<G,L('1O;RP@=VAO(&AA
M=F4@96YD96%V;W)E9"!S=6-C97-S9G5L;'D@=&\@8G5I;&0@97%U:7!M96YT
M('1O('EO=7(-"G!R96-I<V4@<F5Q=6ER96UE;G1S+"!W92!H;W!E('1H97D@
M:&%V92!F;W5N9"!A(&9A=F]R86)L92`H=6YR96%D86)L92DN#0H-"D%L;"!T
M;V=E=&AE<BP@=V4@:&%V92!C;VYS=&%N=&QY(&5N9&5A=F]R960@=&\@:6YC
M<F5A<V4@=&AE(&5F9FEC:65N8WD@;V8-"F%M871E=7(@87!P87)A='5S(&%N
M9"!T;R!I;7!R;W9E(&5L96-T<FEC86P@86YD(&UE8VAA;FEC86P@=&]L97)A
M;F-E<RX@(`T*#0I4:&4@<')O9W)E<W,@:6X@=&AE<V4@;&%S="!F:79E('EE
M87)S(&AA<R!B965N('!H96YO;65N86PN(%1H92!A<G0@;V8-"F-O;6UU;FEC
M871I;VYS(&AA<R!B965N(&-O;G-T86YT;'D@<VEM<&QI9FEE9"!B>2!S=6-H
M(&EM<')O=F5M96YT<R!A<PT*8F%N9"US=VET8VAI;F<@:6X@8F]T:"!R96-E
M:79E<G,@86YD('1R86YS;6ET=&5R<SL@=&AE(&EN8VQU<VEO;B!O9B!P;W=E
M<@T*<W5P<&QI97,@:6X@<F5C96EV97)S.R!A;F0@<W1R:6-T97(@861H97)E
M;F-E('1O(&9U;F-T:6]N86P@9&5S:6=N+B`@5&AE#0IN97=E<B!T=6)E<R!H
M879E(&UA9&4@<F5M87)K86)L92!T:&EN9W,@<&]S<VEB;&4@+2T@<F5C96EV
M97)S(&%R92!M;W)E#0IE9F9I8VEE;G0@86YD(&UO<F4@8V]M<&%C="`M+2!T
M:&4@<VEZ92!O9B!A('1R86YS;6ET=&5R(&AA<R!B965N(&-U="!A;&UO<W0-
M"FEN(&AA;&8A#0H-"D$@=VAO;&4@<W1A=&EO;B!N;W<@<VET<R!O;B!A('-I
M;F=L92!D97-K("TM(&%N9"!B;&%S=',@:71S('=A>2!A<F]U;F0@=&AE#0IW
M;W)L9"X@($%N9"!A;'=A>7,@=&AE(&-O<W1S(&AA=F4@8F5E;B!L;W=E<B!A
M;F0@;&]W97(N#0H-"DYO(&]N92!K;F]W<R!W:&%T('1H92!N97AT(&9I=F4@
M>65A<G,@=VEL;"!B<FEN9R!I;B!T96-H;FEC86P@9&5V96QO<&UE;G1S+@T*
M4V]M92!O9B!U<R!H879E('9I<VEO;G,L(&%N9"!T:&4@9FEN97-T(&5N9VEN
M965R<R!I;B!T:&4@=V]R;&0@87)E(&)U<FYI;F<-"G1H92!L86)O<F%T;W)Y
M(&QI9VAT<R!F87(@:6YT;R!T:&4@;FEG:'0@=&\@;6%K92!T:&]S92!D<F5A
M;7,@<')A8W1I8V%L+@T*#0I9;W4@:&%V92!B965N(&UI9VAT>2!N:6-E('1O

M('5S('1H97-E('!A<W0@9FEV92!Y96%R<R!A;F0@=V4@:&]P92!T;R!P87D@
M>6]U#0IB86-K('=I=&@@8F5T=&5R(&%N9"!B971T97(@97%U:7!M96YT+B`@
M26X@=&AE(&UE86X@=&EM92P@82!-97)R>2!#:')I<W1M87,N#0H-"B`@("`@
M("`@("`@("`@("`@("!T:&4@2$%,3$E#4D%&5$524R!I;F,N#0H@("`@
M("`@("`@("`@("`@("`@("`@("`@0VAI8V%G;RP@(%4N4RY!#0H@("`B5T]2
M3$0G4R!,05)'15-4($)524Q$15)3($]&($%-051%55(@0T]-355.24-!5$E/
M3E,@15%525!-14Y4(@T*#0H-"E)E9V%R9',L#0I":6QL(%-O<G-B>2P@3C5"
M52`@("`@("`@(&)I;&PN<V]R<V)Y0&1L97`Q+FET9RYT:2YC;VT-"@T*#0HM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@4V%T+"`R
M,R!$96,@.34@,#,Z,#$Z-34@550-"D9R;VTZ(")!;&QA;B!&<FET<V-H92(@
M/&9R:71S8VAE0&US;BYC;VT^#0I4;SH@8F]A=&%N8VAO<G-`=&AE<&]R8V@N
M8V]M#0I3=6)J96-T.B!#86QI(%1U8F4@9F]R(&$@4U@M,3`Q#0I-97-S86=E
M+4E$.B`\55!-04E,,#,N,3DY-3$R,C,Q-3`P-#,P.3DR0&US;BYC;VT^#0H-
M"@T*#0I!;GEB;V1Y(&=O="!A('-P87)E(#$P,$M#('1U8F4@9F]R(&$@4U@M
M,3`Q(&]R(&-A;B!T96QL(&UE('=H97)E('1O(&=E="!O;F4N#0IF<FET<V-H
M94!M<VXN8V]M#0IA='1M86EL(69R:71S8VAE#0H-"BTM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+0T*#0I$871E.B`R,R!$96,@.34@,3`Z-#`Z,#(@
M15-4#0I&<F]M.B!$879E(%-T:6YS;VX@/#<R,C(W+C$V-#!`8V]M<'5S97)V
M92YC;VT^#0I4;SH@/$)/051!3D-(3U)30'1H97!O<F-H+F-O;3X-"E-U8FIE
M8W0Z($YO($1E8V]D97,@4&QE87-E#0I-97-S86=E+4E$.B`\.34Q,C(S,34T
M,#`R7S<R,C(W+C$V-#!?14A--3<M,4!#;VUP=5-E<G9E+D-/33X-"@T*22`@
M87!P<F5C:6%T92!I;G!U="!F<F]M('1H92!P96]P;&4@:&5R92X@(`T*270@
M=&%K97,@=V]R:R!A;F0@=&5A8VAE<R!M92!S;VUE=&AI;F<N#0I(;W=E=F5R
M+"!P;W-T:6YG(&%N>71H:6YG('1H870@;75S="!B90T*9&5C;V1E9"!I<R!T
M:&4@<75I8VME<W0@=V%Y($D@:VYO=R!T;PT*8F4@:6=N;W)E9"X@($EF(&ET
M)W,@=&AA="!L;VYG+"`@<V5N9"`-"FET(&%S(&$@9FEL92!T;R!T:&4@87)C
M:&EV97,N#0I)("!D;VXG="!M96%N('1O(&)E(&AA<G-H(&]R(&9L86UI;F<L
M#0I)(&IU<W0@9&]N)W0@=V%N="!T;R`@<V5E(&%N>6]N92!G;PT*=&\@86QL
M('1H870@=V]R:R!T<GEI;F<@=&\@8V]N=')I8G5T90T*:G5S="!T;R!B92!I
M9VYO<F5D+@T*-S,@1$4@1&%V92!!0C53+S<-"@T*#0HM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@4V%T+"`R,R!$96,@,3DY-2`Q
M,CHQ,CHT."`M,#4P,"`H15-4*0T*1G)O;3H@(E)O8F5R=&$@2BX@0F%R;6]R
M92(@/')B87)M;W)E0&EN9'DN;F5T/@T*5&\Z($IA8W%U96QI;F4@2&5R;6%N
M(#QJ:&5R;6%N0'-I97)R82YN970^#0I3=6)J96-T.B!293H@4TM..B!7:&%T
M8VAA(&=O;FYA('5S93\-"DUE<W-A9V4M240Z(#Q0:6YE+C,N.#DN.34Q,C(S
M,3(U."Y!,3(W.#8M,#$P,#`P,$!I;F1Y,3X-"@T*#0I(:2$-"@T*("`@2"=M
M;6TN+BXJ:68J($D@8V%N('-O;65H;W<@<W1E86P@=&EM92!T;R!G970@;VX@
M=&AE(&%I<B`H=6YL:6ME;'DI+"`-"FET)VQL(&)E(&5I=&AE<B!T:&4@2%)/
M+34@86YD('!L=6<M:6XM8V]I;"`G4VAI9G1E<B!O;B`T,"!O<B`X,"P@;W(@
M22`-"G-H86QL('1A:V4@=&AE($A7+3D@;W5T(&]F(&UO=&AB86QL<R!A;F0@
M<V5E(&EF(&ET(&1O97,@86YY=&AI;F<N("`-"B`@(%1H92!K97D_("!/:"P@
M9&5A<B$@($5I=&AE<B!T:&4@:&]M96)R97<@:&]L;&]W(&)R87-S('-P96-I
M86P@*'=H:6-H($D@#0IA;2!O=VEN9R!";V%T86YC:&]R($)O8B!T:&4@9')A
M=VEN9W,@)B!P:7@@;V8I+"!T:&4@<F5C96YT;'D@8VQE86YE9"UU<"`-"DHM
M,S@L(&]R('1H92!E;F-L;W-E9"!75R!)22!A:7)P;&%N92!O<B!S=6(@:V5Y
M+B`@36%Y8F4@86QL('1H<F5E(0T*#0H@("`W,RP-"B`@("TM0F]B8FD-"@T*
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM#0H-"D1A=&4Z(%-A="P@
M,C,@1&5C(#$Y.34@,3(Z-34Z-30@+3`U,#`@*$535"D-"D9R;VTZ(")2;V)E

M<G1A($HN($)A<FUO<F4B(#QR8F%R;6]R94!I;F1Y+FYE=#X-"E1O.B!"02`\
M8F]A=&%N8VAO<G-`5&AE4&]R8V@N8V]M/@T*4W5B:F5C=#H@3F]W(&ET(&-A
M;B!B92!T;VQD#0I-97-S86=E+4E$.B`\4&EN92XS+C@Y+CDU,3(R,S$R-34N
M0C$R-S@V+3`Q,#`P,#!`:6YD>3$^#0H-"@T*2&DA#0H-"B`@($%N(&EN=&5R
M97-T:6YG('-T;W)Y('1O('-H87)E+"!B=70@=&AE<F4G<R!A(&-A=&-H.B!I
M="`J;75S="H@*FYO="H@9V\@#0IA;GD@9F%R=&AE<B!T:&%N('1H92!"02UL
M:7-T+@T*("`@22!M96%N(&ET+2U03$5!4T4@9&]N)W0@86YY8F]D>2!P;W-T
M(&ET('1O(&$@57-E;F5T($YE=W-G<F]U<"P@86YO=&AE<B`-"FUA:6QI;F<@
M;&ES="P@;W(@=&%L:R!A8F]U="!I="!O;B!T:&4@86ER+B`@*$IE9F8@2"XL
M($D@:VYO=R!T:&ES(&=R96%T(`T*<F5C+G)A9&EO+F)R;V%D8V%S="!F;V1D
M97(L(&)U="!N;W0@<FEG:'0@;F]W+"!P;&5A<V4A*0T*#0H@("!296UE;6)E
M<B!T:&4@=')A;G-M:71T97(@9FER92!W92!H860@870@=V]R:RP@86YD('1H
M92!W965K(&]F('-E<FEO=7,@#0IF:7AI;F<@=&AA="!F;VQL;W=E9#\@($%L
M;VYG(&%B;W5T('1H92!F:7)S="!W965K(&]F($1E8V5M8F5R+"!I="!G;W0@
M#0IA;F]T:&5R(&-H87!T97(Z('1H92!C87!A8VET;W)S('1H870@8G5R;F5D
M('5P('1U<FYE9"!O=70@=&\@:6X@9F%C="!B92`-"E!#0B!T>7!E<RX-"B`@
M(%1H97D@=V5R92!V97)Y('-M86QL+"!A;F0@;VYL>2!S:7@@;V8@)V5M(&%C
M='5A;&QY(&]P96YE9"!U<"!A;F0@#0IB;VEL960@9')Y+"!O;FQY(&]N92!O
M9B!T:&5M(&%L;"!T:&4@=V%Y+B`@0G5T(&YE=F5R=&AE;&5S<RP@:6YI=&EA
M;"`-"G1E<W1S('-H;W=E9"!S;VUE('9E<GD@;F%S='D@(FAO="!S<&]T<R(@
M=VET:"!H:6=H(&-O;F-E;G1R871I;VYS(&]F(%!#0G,@#0II;B!S;V]T+"!S
M;R!O=7(@8V]N<W5L=&%N=',@*&)R;W5G:'0@:6X@87,@<V]O;B!A<R!W92!F
M;W5N9"!O=70A*2!S970@#0ID;W=N('9E<GD@<W1R:6-T(&=U:61L:6YE<R!P
M96YD:6YG(&9U<G1H97(@=&5S=&EN9SH@9G5L;"!L979E;"!#(&AA>FUA="`-
M"F=A<F(@*&$@<V]R="!O9B!A(&=A<R!M87-K+"!H;V]D960@8V]V97)A;&QS
M+"!B;V]T:65S(&%N9"!G;&]V97,M+6AE879Y(`T*<&QA<W1I8R!O=F5R(&QA
M=&5X*2`G=&EL(&9U<G1H97(@=&5S=',@=V5R92!C;VYD=6-T960N#0H@("!2
M97-U;'1S(&]F('1H92`B9G5R=&AE<B!T97-T<R(@8V%M92!I;B!Y97-T97)D
M87DL(&%N9"!M;W-T(&]F('1H90T*8G5I;&1I;F<G<R!N;W0@8F%D.R!W92!S
M=&EL;"!M=7-T('=E87(@8F]O=&EE<R!A;F0@;&%T97@@9VQO=F5S("AC;W9E
M<F%L;',-"F]P=&EO;F%L*2P@8G5T('1H92!A:7(M<'5R:69Y:6YG(')E<W!I
M<F%T;W)S(&%R92!O;FQY(&YE961E9"!F;W(@=V]R:R!I;@T*=&AE(&%I<B!S
M>7-T96TL(&EN<VED92!T:&4@=')A;G-M:71T97(L(&%N9"!I;B!T:&4@9V%R
M86=E('=H97)E('1H92!S;V]T>0T*<F5M86EN<R!O9B!T:&4@;VQD('!O=V5R
M('-U<'!L>2!I<R!S=&]R960N(`T*("`@06QL(&]F('5S('=H;R!W;W)K960@
M;VX@=&AE(&=E87(@:6X@<&]S="UF:7)E(&9I>"UU<"!H879E(&AA9"!B;&]O
M9"`-"G1E<W1S(&%N9"!O=7(@4$-"(&QE=F5L<R!A<F4@=F5R>2!L;W<L(&%T
M(&]R(&)E;&]W('!O<'5L871I;VX@;F]R;7,N("`-"E!#1$0@86YD(%!#1$8@
M;&5V96QS(&EN('1H92!B=6EL9&EN9R!A<F4@86QS;R!Q=6ET92!L;W<M+4D@
M:&%V96XG="!Y970@#0IS965N('1H92!D;W!E(&]N('1H92!S;V]T(&EN('1H
M92!B=7)N960@97%U:7!M96YT+"!B=70@22`G<W!E8W0@*FET*B!I<R`-"F9A
M:7)L>2!B860N("!792!W97)E(&QU8VMY+2UM;W-T(&]F('5S('=O<F4@;&%T
M97@@9VQO=F5S(&%N9"!K97!T(&]U<B`-"FAA;F1S('=A<VAE9"P@=VAI;&4@
M;75C:"!O9B!T:&4@9FER<W0M<W1A9V4@8VQE86YI;F<@=V%S(&1O;F4@=VET
M:"`-"FAO=7-E:&]L9"!A;6UO;FEA(')A=&AE<B!T:&%N(&%L8V]H;VP[('1H
M92!A;6UO;FEA)W,@;F]T(&%S(&QI:V5L>2!T;R`-"F-A<G)Y(&YA<W1I97,@
M=&AR;W5G:"!T:&4@<VMI;B!A;F0@:70@96YC;W5R86=E<R!N;W0@:6YH86QI
M;F<@<FEG:'0@;W9E<B`-"G1H92!S=7)F86-E(&)E:6YG(&-L96%N960N("`H

M5&AA;FMS+"!(86YK('9A;B!#+2UI="!W87,@>6]U('=H;R!F:7)S="!P=70@
M#0IM92!O;B!T;R!T:&4@<W1U9F8A*0T*#0H@("!"=70@;F]W('EO=2!K;F]W
M('=H>2!)(&AA=F4@8F5E;B!S;R!S8V%R8V4N("!!;&P@;V8@;7D@=V]R:R!A
M="!T:&4@#0IT<F%N<VUI='1E<B!H87,@8F5E;B!I;B!W:&%T(&%M;W5N=',@
M=&\@82!C:&5A<"!S<&%C92!S=6ET.R!I="!I<R!V97)Y(`T*=&ER:6YG(&%N
M9"!F<G5S=')A=&EN9RX@(%=O<G-E('EE="P@=VET:"!T:&4@;F5W('1R86YS
M;6ET=&5R('-L871E9"!T;R!B92`-"G-H;W9E9"!O9F8@=&AE('1R=6-K(&5A
M<FQY(&EN($9E8G)U87)Y+"!T:&5R92=S(&$@;&]T(&]F('=O<FL@=&\@8F4@
M9&]N92`-"G1O('1H92!B=6EL9&EN9RXN+FYO;F4@;V8@=VAI8V@@8V%N(&)E
M9VEN('5N=&EL('=E(&AA=F4@=&AE('-I=&4@<V-R=6)B960@#0ID;W=N('1O
M($5002!S=&%N9&%R9',A("!7;W)R>2!H87,@8F5E;B!E871I;F<@;64@86QI
M=F4L(&%N9"!T:&4@;W9E<G1I;64@#0II<R!P<F5T='D@<')E<&]S=&5R;W5S
M.R!W92!H879E('1O(&=E="!I;B!T:&4@8G5I;&1I;F<@=VAE;B!W92!C86X@
M86YD(`T*86-C;VUO9&%T92!T:&4@;F5E9',@;V8@=&AE(&AA>FUA="!C;VYS
M=6QT86YT<R!P;'5S('9A<FEO=7,@8VQE86XM=7`@86YD(`T*9&ES<&]S86P@
M<W5B8V]N=')A8W1O<G,N("`-"@T*("`@270G<R!N;R!F=6XN("!->2!A9'9I
M8V4@:7,@=&\@879O:60@;VQD(&]I;"UF:6QL960@8V]N9&5N<V5R<SL@=&AI
M<R`-"F-L96%N+75P(&ES(&)A<F5L>2!S=&%R=&5D(&%N9"!T:&4@8FEL;"!I
M<R!A;')E861Y(&UO<F4@=&AA;B!)(&UA:V4@:6X@82`-"GEE87(A("!)9B!Y
M;W4G=F4@9V]T('1O(&AA=F4@82!3;VQA+"!C:&5C:R!T:&4@8V]N9&5N<V5R
M<SL@:68@=&AE>2=R92!O0T(@#0IT>7!E<RP@<F5P;&%C92!T:&5M(2`@3F\@
M;6%T=&5R('=H870@:70@8V]S=',L(&ET)W,@8VAE87`N("`H2&EN=#H@<VEL
M=F5R(`T*;W(@9W)E>2!3;VQA<R!A;&UO<W0@8V5R=&%I;FQY(&AA=F4@4$-"
M(&-A<',L('1A;B!O<B!B<F]W;B!O;F5S(&%R92`-"FQI:V5L>2!T;R!B92!O
M:V%Y+BXN8G5T(&-H96-K(&%N>7=A>2X@(%-O;&$@=7-E9"!!97)O=F]X(&]I
M;"!C87!S(&UO<W1L>2P@#0IW:71H(&%B;W5T(#8U)2!O0T(@8V]N=&5N="!I
M;B!T:&4@;VEL*2X@#0H-"B`@(%-O(&YO=R!Y;W4@:VYO=RX@($%S($D@<F5Q
M=65S=&5D(&%B;W9E+"!T:&ES(&EN9F]R;6%T:6]N(&ES("IJ=7-T*B!F;W(@
M#0IT:&4@0D$M;&ES="`B9F%M:6QY+"(@86YD($D@=V]U;&0@=F5R>2!M=6-H
M(&%P<')E8VEA=&4@9F]L:W,@*FYO="H@#0IC<F]S<RUP;W-T:6YG(&ET(&]R
M(&1I<V-U<W-I;F<@:70@;VX@=&AE(&%I<BX-"@T*("`@22=M('!R;V)A8FQY
M(&=O:6YG('1O(&-O;G1I;G5E('1O(&)E('-C87)C92!R:6=H="!U<"!T:')O
M=6=H('1H92!E;F0@#0IO9B!&96)R=6%R>2X@(%1H97)E)W,@82!L;W0@=&\@
M8F4@9&]N92P@86YD(&ET)W,@86QL(&=O="!T;R!H87!P96X@8GD@=&AE(`T*
M8F]O:R!A;F0@;VX@=&AE(&)O=6YC93H@=V4@8V%N)W0@869F;W)D('1O('=A
M<W1E(&%N>2!T:6UE(&%N9"!W92!S=7)E(`T*8V%N)W0@8W5T(&%N>2!C;W)N
M97)S(2`@*$%N9"!T:&%T)W,@;F]T(&IU<W0@<&5R($5002!R96=S+2UE>'1E
M;G-I=F4@#0IB=6EL9&EN9R!M;V1I9FEC871I;VYS(&%R92!N965D960L(&UE
M86YI;F<@82!L;W0@;V8@=F%R:6]U<R!C;VYS=6QT86YT<RP@#0IC;VYT<F%C
M=&]R<RP@87)C:&ET96-T<R!A;F0@=V]R:VUE;BP@86YD('=E(&%R92`J;F]T
M*B!G;VEN9R!T;R!E>'!O<V4@#0IT:&5M('1O(&%N>2!R:7-K<R$I#0H-"B`@
M($%L87,L(&]N92!O9B!T:&4@=&AI;F=S('1H870@=V5N="!B>2!T:&4@=V%Y
M<VED92!W87,@86YY(&%T=&5M<'0@870@#0I#:')I<W1M87,@8V5L96)R871I
M;VYS(&%T(&]U<B!H;W5S92X@(%-O(&EF($D@9&]N)W0@<V5E;2!T;R!H879E
M(&UU8V@@#0IH;VQI9&%Y('-P:7)I="P@=&AA="=S('=H>2X@($1E86X@86YD
M($D@;6EG:'0@=')Y('1O(&1O(&$@;&ET=&QE(&EN('1H92!W965K(`T*8F5T
M=V5E;B!T:&4@,C5T:"!A;F0@3F5W(%EE87)S+2UA="!L96%S="!W:71H('1H
M92!W;W)S="!O9B!T:&4@:&%Z;6%T(`T*<F5S=')I8W1I;VYS(&QI9G1E9"P@

M<V]M92!O9B!T:&4@<')E<W-U<F4@:7,@;V9F(2`@*$1E86XG<R!H860@=&\@
M<'5T(&EN(`T*82!L;W0@;V8@3U0L('1O;RTM=&AE(&AO;&ED87ES(&%R92!A
M=V9U;&QY(&)U<WD@=VAE<F4@:&4@=V]R:W,A*0T*#0H@("`W,RP-"B`@("TM
M0F]B8FD-"@T*+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM#0H-"D1A
M=&4Z(%-A="P@,C,@1&5C(#$Y.34@,3$Z,#4Z,S$@+3`W,#`-"D9R;VTZ('=I
M;&QI86UE0&-S;BYN970@*$)I;&P@4W1A;F1E<F9E<BD-"E1O.B!B;V%T86YC
M:&]R<T!T:&5P;W)C:"YC;VT-"E-U8FIE8W0Z(%)E.B!2,SDP+U(S.3!!(&UA
M:6X@='5N:6YG(&MN;V(-"DUE<W-A9V4M240Z(#PQ.3DU,3(R,S$X,#4N04$Q
M,C@X-$!N<RTQ+F-S;BYN970^#0H-"D-!;F1E<G-O0'-M='`N<W1P+G1E8RYM
M;BYU<R!W<F]T93H-"CX-"CY.965D('1H92!M96=A:&5T>B!O<B!B86YD<W=I
M=&-H(&MN;V(@9F]R(&%N(%(S.3`@;W(@4C,Y,$$@9F]R(&$@<F5S=&]R871I
M;VX@#0H^<')O:F5C="!O;B!A(#$Y-C<@14%#(%(S.3!!+B`@0V%N(&%N>6]N
M92!H96QP/R`@06QS;R!N965D(&UE=&5R<RX-"@T*22!A;'-O(&YE960@=&AE
M(&]R:6=I;F%L(&MN;V(@9F]R(&UY(%(S.3!!(&EF(&%N>6]N92!H87,@86YO
M=&AE<B!S<&%R92X-"@T*0FEL;`T*#0I":6QL(%-T86YD97)F97(@+2!+1C!$
M2B`M('=I;&QI86UE0&-S;BYN970-"@T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2T-"@T*1&%T93H@4V%T+"`R,R!$96,@,3DY-2`Q,SHQ,3HP
M,B`M,#4P,"`H15-4*0T*1G)O;3H@34]$4U1%4$A`04-3+D5+52Y%1%4-"E1O
M.B!B;V%T86YC:&]R<T!T:&5P;W)C:"YC;VT-"E-U8FIE8W0Z(%="$)&4R!+
M5U,M,2!/<&5R871I;VX-"DUE<W-A9V4M240Z(#PP,4A:-4)91TE04C8P,#$Y
M231`04-3+D5+52Y%1%4^#0H-"B`@("`@5V5L;"P@:&4@9&ED(&%S(&AE('-A
M:60@:6X@:&ES('!O<W0@+2!G;W0@=&AE($-O;&QI;G,@<W1A=&EO;@T*;VX@
M=&AE(&%I<B!L87-T(&YI9VAT+B`@22!H96%R9"!A="!L96%S="!N:6YE(&]T
M:&5R('-T871I;VYS('=O<FL-"BAO<B!A="!L96%S="!C86QL*2P@86YD(&=O
M="!M>2!O=VX@2&%L;&EC<F%F=&5R<R`B5'=I;G,B("T@=&AE#0I(5"TT-"!A
M;F0@4U@M,3$W("T@=7`@86YD(')U;FYI;F<@86YD(&=O="!I;G1O('1H92!P
M86-K('1O;RX-"@T*("`@("!'<F5A="!T;R!H96%R('1H92!N=6UB97(@;V8@
M9F]L:W,@;VX@+2!D:60@86YY(&]N('1H92!R97-T(&]F#0IY;W4@8VAE8VL@
M=&AE(&9R97%U96YC>2!A;F0@:G5S="!L:7-T96X@:6X_("!3=6=G97-T:6]N
M('=A<R!M861E('1O#0IC;VYS:61E<B!A($)!('=E96ML>2!G871H97)I;F<N
M+BX@86YY(&EN=&5R97-T/PT*#0H@("`@($%N9"!F;W(@=&AO<V4@=VAO('!A
M<G1I8W5L87)L>2!E;FIO>65D(&ET+"!R96UE;6)E<B!T:&%T(")#6"(@+2`-
M"D-L87-S:6,@4F%D:6\@17AC:&%N9V4@+2!I<R!O;FQY(&%B;W5T('-I>"!W
M965K<R!A=V%Y+"!S;R!G970@=&AO<V4-"D)!)W,@8VAE8VME9"!A;F0@=V]R
M:VEN9R$A#0H-"B`@("`@-S,L+"!!;"`@3C5!250@("`H86YD('1H86YK<RP@
M2F%C:RD-"B`@;6]D<W1E<&A`86-S+F5K=2YE9'4-"@T*#0HM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*16YD(&]F($)/O51!3D-(3U)3($1I
M9V5S="`S.#8-"BHJ*BHJ*BHJ*BHJ*BHJ*BHJ*BHJ*BHJ*BHJ*BHJ#0H-"@T*
M#0HM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@4V%T
M+"`R,R!$96,@,3DY-2`Q,SHQ.3HU-B`K,#`P,`T*1G)O;3H@(DAO=V%R9"!2
M+B!7965K<R(@/$AO=V%R9"Y7965K<T!C<W)A;F5T+F-O;3X-"E1O.B!B;V%T
M86YC:&]R<T!T:&5P;W)C:"YC;VT-"E-U8FIE8W0Z($YA=&EO;F%L($-O;7!A
M;GD@5')A;G-M:71T97)S#0I-97-S86=E+4E$.B`\,3DY-3$R,C,Q-#,Q+D]!
M03(S,S(U0&-S<F%N970N8V]M/@T*#0I)(&AA=F4@;VYE(&]F('1H92!.871I
M;VYA;"!#;VUP86YY($Y412!E>&-I=&5R<R!M861E(&EN(#$Y,SDN("!)="!I
M<R`-"G!U<V@@8G5T=&]N(&)A;F1S=VET8VAE9"!A;F0@8V]V97)S(#4L(#$P
M+"`R,"P@86YD(#@P(&UE=&5R<RX@($ET(`T*<')O9'5C97,L($D@8F5L:65V
M92P@86)O=70@,34@=V%T=',@;V8@4D8@86YD(&EN8VQU9&5S(&$@<W!E96-H

M(&%M<"X@(`T*06)O=70@=&AE('-I>F4@;V8@86X@3D,M,3`P(')E8V5I=F5R
M+@T*+2TM2&]W87)D(%=E96MS#0H@("!W965K<VA`8W-R86YE="YC;VT-"@T*
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM#0H-"D1A=&4Z(%-A="P@
M,C,@1&5C(#$Y.34@,30Z,C<Z-30@+3`U,#`@*$535"D-"D9R;VTZ(%-A;F1R
M82!,($MN97!P97(@/'-L:W-T,CDK0'!I='0N961U/@T*5&\Z(&)O871A;F-H
M;W)S0'1H97!O<F-H+F-O;0T*4W5B:F5C=#H@2&%L;&EC<F%F=&5R(%-2+3(P
M,#`-"DUE<W-A9V4M240Z(#Q0:6YE+C,N.#DN.34Q,C(R,3$S-RY!,C,X,CDM
M,#$P,#`P,$!U;FEX<S0N8VES+G!I='0N961U/@T*#0I&;W(@<V]M92!T:6UE
M(&YO=RP@22!H879E(&)E96X@<V5A<F-H:6YG(&9O<B!A('!O=V5R('-U<'!L
M>2!F;W(@=&AI<R`-"G1R86YS8V5I=F5R+B`@2&]W979E<BP@;F\@8FET97,@
M<V\@9F%R(0T*#0I$;V5S(&%N>6]N92!O=VXO;W!E<F%T92!A(%-2+3(P,#`@
M86YD('=H870@9&\@>6]U('1H:6YK(&]F(&ET+@T*#0I)('=O=6QD(&)E(&EN
M=&5R97-T960@:6X@86YY(')E<&QI97,@;VX@=&AI<R!U;FET+B`@5V5R92!T
M:&5Y('-C87)C92`M(`T*979I9&5N=&%L;'D@<V\N#0H-"DUY('9E<GD@8F5S
M="!O9B!T:&4@2&]L:61A>2!396%S;VX@=&\@>6]U(&%N9"!Y;W5R(&9A;6EL
M>2X-"@T*37D@=VES:"!F;W(@=&AE(&YE=R!Y96%R(&ES('1H870@<&5O<&QE
M(&)E8V]M92!A(&QI='1L92!M;W)E(`T*=6YD97)S=&%N9&EN9R!A;F0@=&]L
M97)A;G0@=&]W87)D(&5A8V@@;W1H97(N("!)="!T86ME<R!S;R!L:71T;&4-
M"G1O(&)E(&$@;FEC92!G=7DN("!3:&]W(&$@;&ET=&QE(&MI;F1N97-S(&%N
M9"!R97-P96-T(&9O<B!O;F4@86YO=&AE<BX-"E)E;65M8F5R(&$@;&ET=&QE
M(&AU;6EL:71Y(&UA:V5S(&UO<F4@;V8@86X@:6UP<F5S<VEO;B!T:&%N(&1O
M97,@;VYE)W,-"G)U9&5N97-S(&%N9"!M96%N<W!I<FET961N97-S+B`@#0H-
M"@T*1&%V92P@5S-"2EH-"@T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2T-"@T*1&%T93H@4V%T+"`R,R!$96,@,3DY-2`Q,SHU-SHU.2`M,#8P
M,"`H0U-4*0T*1G)O;3H@0F]B(%)O96AR:6<@/&)R;V5H<FEG0&%D;6EN+F%U
M<F]R82YE9'4^#0I4;SH@0F]A=&%N8VAO<G,@/&)O871A;F-H;W)S0'1H97!O
M<F-H+F-O;3X-"E-U8FIE8W0Z($YA=&EO;F%L(%1R86YS;6ET=&5R<PT*365S
M<V%G92U)1#H@/%!I;F4N54Q4+C,N.3$N.34Q,C(S,3,U-#,V+C(X,C`S0BTQ
M,#`P,#!`861M:6XN875R;W)A+F5D=3X-"@T*#0I3<&5A:VEN9R!O9B`B<F%R
M92(@=')A;G-M:71T97)S+"!D;V5S(&%N>6]N92!R96UE;6)E<B!T:&4@2&%M
M;6%R;'5N9"`T,C`_#0I)(&1O;B=T(')E;65M8F5R('1H92!T=6)E(&QI;F4M
M=7`@8G5T(&ET('-E96US('1O(&UE('1H870@:70@=7-E9"!T:&4-"G!L=6<M
M:6X@2D5,(&-O:6QS(&9O<B!T:&4@;W5T<'5T('1A;FL@*'!R;V)A8FQY(&%N
M(#@P-RDN($ET(&AA9"!A(&UA=&-H:6YG#0IM;V1U;&%T;W(L('1H92`T,3`N
M(%1H97)E('=A<R!N;R!61D\@:6X@=&AE(')I9RX@5VES:"!)('-T:6QL(&AA
M9"!T:&]S90T*=6YI=',@+2!B92!G<F5A="!T;R!D<FEV92!M>2!D97-K($M7
M+B`-"C<S("8@<V5A<V]N)W,@9W)E971I;F=S("`@9&4@0F]B+"!+.45520T*
M#0H-"BTM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+0T*#0I$871E.B!3
M870L(#(S($1E8R`Q.3DU(#$R.C0U.C4P("TP.#`P#0I&<F]M.B!C8FUB97-T
M0&EX+FYE=&-O;2YC;VT@*%)A>2!$96YN:7,@*0T*5&\Z(&)O871A;F-H;W)S
M0'1H97!O<F-H+F-O;0T*4W5B:F5C=#H@2&%L;&EC<F%F=&5R<R!34BTR,#`P
M#0I-97-S86=E+4E$.B`\,3DY-3$R,C,R,#0U+DU!03`U,C$V0&EX,3`N:7@N
M;F5T8V]M+F-O;3X-"@T*22!H879E(&AE87)D('1H870@=&AE(%-2+3(P,#`@
M=V%S('-O<G0@;V8@=&AE(&5N9"!O9B!T:&4@;&EN92!F;W(@#0I(86QL:6-R
M869T97)S+B`@270@=V%S('1H96ER(&5N=')Y(&EN=&\@=&AE(&5M97)G:6YG
M('1R86YS8V5I=F5R(`T*;6%R:V5T+"!B=70@:70@=V%S(&YO="!A(&-O;6UE
M<F-I86P@<W5C8V5S<RX-"@T*22!W;W5L9"!S=7-P96-T('1H870@=&AE>2!A
M<F4@9F%I<FQY(')A<F4N#0H-"E)A>2!7,$11#0H-"BTM+2TM+2TM+2TM+2TM

M+2TM+2TM+2TM+2TM+2TM+0T*#0I$871E.B!3870L(#(S($1E8R`Y-2`Q-3HQ
M-B!#4U0-"D9R;VTZ(%1/32Y!+D%$04U30&UA:6PN861M:6XN=VES8RYE9'4-
M"E1O.B!B;V%T86YC:&]R<R5T:&5P;W)C:"YC;VU`=FUS+FUA8V,N=VES8RYE
M9'4-"E-U8FIE8W0Z(%)E+B!32TX@4FEG#0I-97-S86=E+4E$.B`\1D-.1C$V
M,S0N1D-.1C$V-#5`;6%I;"YA9&UI;BYW:7-C+F5D=3X-"@T*=&\Z(&)O871A
M;F-H;W)S0'1H97!O<F-H+F-O;0T*#0I3=')A:6=H="!+97D@3FEG:'0@:7,@
M15A44D5-14Q9('5N;&EK96QY(&9O<B!M92P@8G5T(&EF($D@8V%N(&)Y('-O
M;64@;6ER86-L90T*;6%K92!I="P@=&AE(%18('=I;&P@8F4@1V%L;&]P:6XG
M($=E<G1I92`H=&AE(%58+3(Q,"!(87)T;&5Y(&]S8VEL;&%T;W(I.R!I9@T*
M8V]N9&ET:6]N<R!A<F4@8F%D(&5N;W5G:"!T;R!R97%U:7)E(%%23RP@=&AE
M($=L;V)E($MI;F<@-3`P02!W:6QL(&)E('=A<FUE9"!U<`T*86YD('=A:71I
M;F<L(&%S('5S=6%L.R!T:&%T(#0M,C4P(&ES(&$@34%*3U(@<V]U<F-E(&]F
M('-H86-K('=A<FUT:"$@.BTI#0H-"D%N=&5N;F$@:7,@=&AE(#$V,"!7:6YD
M;VTN#0H-"E)8(&ES('1E;G1A=&EV96QY(&%N($A23RTU,"`H0F]B8FDL('1H
M86YK(%1O<FD@86=A:6X@9F]R(&UE*2P@4D%3+34L(&]R#0I"0RTS-#A2+@T*
M#0I+97ES('=I;&P@8F4-"@T*("`@("`@(#$Y,C8@5FEB<F]P;&5X(")/<FEG
M:6YA;"(-"B`@("`@("`Q.3,X($UA8T5L<F]Y(")-86,M2V5Y(@T*#0IA;F0@
M:68@45)3(&ES(&-A;&QE9"!F;W(-"@T*("`@("`@(#$Y,#4@*#_/RD@16QE
M8W1R:6,@4W!E8VEA;'1I97,@:&%N9"!K97D-"B`@("`@("`Q.30V("@_/S\I
M($UA8T5L<F]Y(")496%R9')O<"(@:&%N9"!K97D-"@T*#0I*=7-T(&ME97`@
M86X@96%R(&]P96X@9F]R('1H92!E>'1R96UE;'D@=V]B8FQY('-I9VYA;"!C
M86QL:6YG(&%T(&%B;W5T(#(U(%=032P-"G1R>6EN9R!T;R!S96YD(&9A<W0@
M96YO=6=H('1O(&%V;VED('1H92!W;W)S="!O9B!T:&4@(GEO;W!S(BX-"@T*
M#0H@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@
M("`@(#<S)W,L#0H-"B`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@
M("`@("`@("`@("`@("`@("`@("`@("!4;VTL($LY5$$-"@T*+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM#0H-"D5N9"!O9B!"3T%404Y#2$]24R!$
J:6=E<W0@,S@W#0HJ*BHJ*BHJ*BHJ*BHJ*BHJ*BHJ*BHJ*BHJ*@T*

end

The following is an attached File item from cc:Mail. It contains information that had to be encoded to ensure successful transmission through various mail systems. To decode the file use the UUDECODE program.

---------- Cut Here ----------

begin 644 RFC822.TXT
M4F5C96EV960Z(&9R;VT@9V%T93$N9'1T=7,N8V]M(&)Y(&-C,BYD='1U<RYC
M;VT@*%--5%!,24Y+(%8R+C$Q(%!R95)E;&5A<V4@-"D-"B`@("`[(%-A="P@
M,C,@1&5C(#DU(#$R.C(Y.C,S($-35`T*4F5T=7)N+5!A=&@Z(#QB;V%T86YC
M:&]R<T!T:&5P;W)C:"YC;VT^#0I296-E:79E9#H@9G)O;2!U<F\N=&AE<&]R
M8V@N8V]M(&)Y(&=A=&4Q+F1T='5S+F-O;2`H-2YX+U--22U35E(T*0T*("`@
M(&ED($%!,38X.#0[(%-A="P@,C,@1&5C(#$Y.34@,3(Z,CDZ,S0@+3`V,#`-
M"D5R<F]R<RU4;SH@;&ES=&]W;D!J86-K871A:RYT:&5P;W)C:"YC;VT-"E)E
M8V5I=F5D.B!F<F]M('5R;R`H;&]C86QH;W-T+G1H97!O<F-H+F-O;2!;,3(W
M+C`N,"XQ72D@8GD@=7)O+G1H97!O<F-H+F-O;2`H."XW+C,O0558+3,N,2XQ
M*2!W:71H(%--5%`@:60@34%!,CDU-C8[(%-A="P@,C,@1&5C(#$Y.34@,3(Z
M,34Z,SD@+3`V,#`@*$-35"D-"D1A=&4Z(%-A="P@,C,@1&5C(#$Y.34@,3(Z

M,34Z,SD@+3`V,#`@*$-35"D-"DUE<W-A9V4M260Z(#PP,4A:-4)91TE04C8P
M,#$Y231`04-3+D5+52Y%1%4^#0I%<G)O<G,M5&\Z(&QI<W1O=VY`:F%C:V%T
M86LN=&AE<&]R8V@N8V]M#0I297!L>2U4;SH@8F]A=&%N8VAO<G-`=&AE<&]R
M8V@N8V]M#0I/<FEG:6YA=&]R.B!B;V%T86YC:&]R<T!T:&5P;W)C:"YC;VT-
M"E-E;F1E<CH@8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M#0I0<F5C961E;F-E
M.B!B=6QK#0I&<F]M.B!B;V%T86YC:&]R<T!T:&5P;W)C:"YC;VT-"E1O.B!-
M=6QT:7!L92!R96-I<&EE;G1S(&]F(&QI<W0@/&)O871A;F-H;W)S0'1H97!O
M<F-H+F-O;3X-"E-U8FIE8W0Z($)/051!3D-(3U)3(&1I9V5S="`S.#8-"E@M
M3&ES='!R;V-E<W-O<BU697)S:6]N.B`V+C!C("TM($QI<W10<F]C97-S;W(@
M8GD@06YA<W1A<VEO<R!+;W1S:6MO;F%S#0I8+4-O;6UE;G0Z(%!L96%S92!S
M96YD(&QI<W0@<V5R=F5R(')E<75E<W1S('1O(&QI<W1P<F]C0'1H97!O<F-H
M+F-O;0T*0V]N=&5N="U4<F%N<V9E<BU%;F-O9&EN9SH@-T))5`T*0V]N=&5N
F="U4>7!E.B!415A4+U!,04E..R!#2$%24T54/553+4%30TE)#0H`

end

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---------- Cut Here ----------

begin 644 RFC822.TXT
M4F5C96EV960Z(&9R;VT@9V%T93$N9'1T=7,N8V]M(&)Y(&-C,BYD='1U<RYC
M;VT@*%--5%!,24Y+(%8R+C$Q(%!R95)E;&5A<V4@-"D-"B`@("`[(%-A="P@
M,C,@1&5C(#DU(#$U.C4W.C$Y($-35`T*4F5T=7)N+5!A=&@Z(#QB;V%T86YC
M:&]R<T!T:&5P;W)C:"YC;VT^#0I296-E:79E9#H@9G)O;2!U<F\N=&AE<&]R
M8V@N8V]M(&)Y(&=A=&4Q+F1T='5S+F-O;2`H-2YX+U--22U35E(T*0T*("`@
M(&ED($%!,3<W-#,[(%-A="P@,C,@1&5C(#$Y.34@,34Z-38Z-30@+3`V,#`-
M"D5R<F]R<RU4;SH@;&ES=&]W;D!J86-K871A:RYT:&5P;W)C:"YC;VT-"E)E
M8V5I=F5D.B!F<F]M('5R;R`H;&]C86QH;W-T+G1H97!O<F-H+F-O;2!;,3(W
M+C`N,"XQ72D@8GD@=7)O+G1H97!O<F-H+F-O;2`H."XW+C,O0558+3,N,2XQ
M*2!W:71H(%--5%`@:60@4$%!,3,X,S8[(%-A="P@,C,@1&5C(#$Y.34@,34Z
M,C@Z-3$@+3`V,#`@*$-35"D-"D1A=&4Z(%-A="P@,C,@1&5C(#$Y.34@,34Z
M,C@Z-3$@+3`V,#`@*$-35"D-"DUE<W-A9V4M260Z(#Q&0TY&,38S-"Y&0TY&
M,38T-4!M86EL+F%D;6EN+G=I<V,N961U/@T*17)R;W)S+51O.B!L:7-T;W=N
M0&IA8VMA=&%K+G1H97!O<F-H+F-O;0T*4F5P;'DM5&\Z(&)O871A;F-H;W)S
M0'1H97!O<F-H+F-O;0T*3W)I9VEN871O<CH@8F]A=&%N8VAO<G-`=&AE<&]R
M8V@N8V]M#0I396YD97(Z(&)O871A;F-H;W)S0'1H97!O<F-H+F-O;0T*4')E
M8V5D96YC93H@8G5L:PT*1G)O;3H@8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M
M#0I4;SH@375L=&EP;&4@<F5C:7!I96YT<R!O9B!L:7-T(#QB;V%T86YC:&]R
M<T!T:&5P;W)C:"YC;VT^#0I3=6)J96-T.B!"3T%404Y#2$]24R!D:6=E<W0@
M,S@W#0I8+4QI<W1P<F]C97-S;W(M5F5R<VEO;CH@-BXP8R`M+2!,:7-T4')O
M8V5S<V]R(&)Y($%N87-T87-I;W,@2V]T<VEK;VYA<PT*6"U#;VUM96YT.B!0
M;&5A<V4@<V5N9"!L:7-T('-E<G9E<B!R97%U97-T<R!T;R!L:7-T<')O8T!T
-:&5P;W)C:"YC;VT-"@``

end

From boatanchors@theporch.com Sat Dec 23 17:59:52 1995
From: "Administrator" <Administrator@dttus.com>
Subject: Message not deliverable
Message-ID: <9511238197.AA819769981@cc2.dttus.com>

The following is an attached File item from cc:Mail. It contains
information that had to be encoded to ensure successful transmission
through various mail systems. To decode the file use the UUDECODE
program.
---------- Cut Here ----------
begin 644 TextItem.txt

M("`@("`@($)/051!3D-(3U)3($1I9V5S="`S.#@-"@T*5&]P:6-S(&-O=F5R
M960@:6X@=&AI<R!I<W-U92!I;F-L=61E.@T*#0H@(#$I($UE<W-A9V4@;F]T
M(&1E;&EV97)A8FQE#0H@8GD@(D%D;6EN:7-T<F%T;W(B(#Q!9&UI;FES=')A
M=&]R0&1T='5S+F-O;3X-"@T*+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+0T*
M#0I$871E.B!3870L(#(S($1E8R`Y-2`Q-CHR.3HS,B!#4U0-"D9R;VTZ(")!
M9&UI;FES=')A=&]R(B`\061M:6YI<W1R871O<D!D='1U<RYC;VT^#0I4;SH@
M8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M#0I3=6)J96-T.B!-97-S86=E(&YO
M="!D96QI=F5R86)L90T*365S<V%G92U)1#H@/#DU,3$R,S@Q.3<N04$X,3DW
M-C4Q.#9`8V,R+F1T='5S+F-O;3X-"@T*("`@("`@($)/051!3D-(3U)3($1I
M9V5S="`S.#<-"@T*5&]P:6-S(&-O=F5R960@:6X@=&AI<R!I<W-U92!I;F-L
M=61E.@T*#0H@(#$I($UE<W-A9V4@;F]T(&1E;&EV97)A8FQE#0H@8GD@(D%D
M;6EN:7-T<F%T;W(B(#Q!9&UI;FES=')A=&]R0&1T='5S+F-O;3X-"B`@,BD@
M3F%T:6]N86P@0V]M<&%N>2!4<F%N<VUI='1E<G,-"B!B>2`B2&]W87)D(%(N
M(%=E96MS(B`\2&]W87)D+E=E96MS0&-S<F%N970N8V]M/@T*("`S*2!(86QL
M:6-R869T97(@4U(M,C`P,`T*(&)Y(%-A;F1R82!,($MN97!P97(@/'-L:W-T
M,CDK0'!I='0N961U/@T*("`T*2!.871I;VYA;"!4<F%N<VUI='1E<G,-"B!B
M>2!";V(@4F]E:')I9R`\8G)O96AR:6=`861M:6XN875R;W)A+F5D=3X-"B`@
M-2D@2&%L;&EC<F%F=&5R<R!34BTR,#`P#0H@8GD@8V)M8F5S=$!I>"YN971C
M;VTN8V]M("A287D@1&5N;FES("D-"B`@-BD@4F4N(%-+3B!2:6<-"B!B>2!4
M3TTN02Y!1$%-4T!M86EL+F%D;6EN+G=I<V,N961U#0H-"BTM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@4V%T+"`R,R!$96,@.34@,3(Z,S(Z
M,C4@0U-4#0I&<F]M.B`B061M:6YI<W1R871O<B(@/$%D;6EN:7-T<F%T;W)`
M9'1T=7,N8V]M/@T*5&\Z(&)O871A;F-H;W)S0'1H97!O<F-H+F-O;0T*4W5B
M:F5C=#H@365S<V%G92!N;W0@9&5L:79E<F%B;&4-"DUE<W-A9V4M240Z(#PY
M-3$Q,C,X,3DW+D%!.#$Y-S4P-S8T0&-C,BYD='1U<RYC;VT^#0H-"B`@("`@
M("!"3T%404Y#2$]24R!$:6=E<W0@,S@V#0H-"E1O<&EC<R!C;W9E<F5D(&EN
M('1H:7,@:7-S=64@:6YC;'5D93H-"@T*("`Q*2!293H@374M;65T86P@9F]L
M;&]W('5P#0H@8GD@;65R<FEG86Y`964N=6%L8F5R=&$N8V$@*%-H875N($UE
M<G)I9V%N*0T*("`R*2!293H@2&5A=&@@3'5N8VAB;W@@;VX@.#`@;W(@-#`_
M/S\-"B!B>2!0971E<B!&97)R86YD(#QP9F5R<F%N9$!S8V]O="YN971I<RYC
M;VT^#0H@(#,I(%)E.B!(96%T:"!,=6YC:&)O>"!O;B`X,"!O<B`T,#_/PT*
M(&)Y('!E;G-O;D!S8VDN;75S+FUN+G5S("A#:'5C:R!096YS;VXI#0H@(#0I

M($%L:6=N(%(S.3!!#0H@8GD@(D-R86EG($%N9&5R<V]N("T@17AT+B`Q,S8T
M(B`\0T%N9&5R<V]`<VUT<"YS=''N=&5C+FUN+G5S/@T*("`U*2!293H@("XN
M+B!!;GD@0VQE9V<@0D$@26YT97)E<W0_#0H@8GD@9V-`9F]X+F-E;BYC;VT@
M*$=A<GD@0VAA='1E<G,I#0H@(#8I(%=40B`Q,#!42"`F(#(U,%1(('1U8F5S
M#0H@8GD@:VHW9D!M:6-R;VXN;F5T("A497)R>2!$;V)L97(@*0T*("`W*2!7
M5$(Z($A1,3`P('!A<G1S#0H@8GD@:F]H;B`\:F]H;FUB0&YA;F1O+FYE=#X-
M"B`@."D@4F4N($UE;7!H:7,@0F5L;&4-"B!B>2!43TTN02Y!1$%-4T!M86EL
M+F%D;6EN+G=I<V,N961U#0H@(#DI($%S=&%I8R!M;V1E;"`W-R!M:6,@:6YF
M;R!N965D960-"B!B>2!R;V)E<G0@9F]W;&4@/&AA;6UA<FQU;F1`=F]Y86=E
M<BYN970^#0H@,3`I(&AA;6UA<FQU;F0@4%-#+3$P('-P96%K97)S(&9S.@T*
M(&)Y(')O8F5R="!F;W=L92`\:&%M;6%R;'5N9$!V;WEA9V5R+FYE=#X-"B`Q
M,2D@4F4N($-L96=G($)!(&EN=&5R97-T#0H@8GD@5$]-+D$N041!35-`;6%I
M;"YA9&UI;BYW:7-C+F5D=0T*(#$R*2!34"TV,#`M2E@M,30@0W5S=&]M(&)Y
M($AA;6UA<FQU;F0@9G,Z#0H@8GD@<F]B97)T(&9O=VQE(#QH86UM87)L=6YD
M0'9O>6%G97(N;F5T/@T*(#$S*2!L;V]K:6YG(&9O<B!A(&UI;&ET87)Y(&UA
M;G5A;`T*(&)Y(')O8F5R="!F;W=L92`\:&%M;6%R;'5N9$!V;WEA9V5R+FYE
M=#X-"B`Q-"D@5$U#($UU;'1I8V]U<&QE<B!L:6ME(&YE=R!F<SH-"B!B>2!R
M;V)E<G0@9F]W;&4@/&AA;6UA<FQU;F1`=F]Y86=E<BYN970^#0H@,34I(%)E
M.B!-96UP:&ES($)E;&QE#0H@8GD@0F]B(%)O96AR:6<@/&)R;V5H<FEG0&%D
M;6EN+F%U<F]R82YE9'4^#0H@,38I(%)E.B!(96%T:"!,=6YC:&)O>"!O;B`X
M,"!O<B`T,#_/PT*(&)Y($)O8B!2;V5H<FEG(#QB<F]E:')I9T!A9&UI;BYA
M=7)O<F$N961U/@T*(#$W*2!293H@4F5;,ETZ($AE<G1Z.B!.;R$-"B!B>2!M
M;W)R:7-O0'9I9G`N;6]N87-H+F5D=2YA=2`H36]R<FES($]D96QL*0T*(#$X
M*2!(96QP(&ED96YT:69Y(&)A='1E<GD-"B!B>2!*86ME($AE;&QB86-H(#QK
M:S5H>4!A8V-E<W-C;VTN;F5T/@T*(#$Y*2!!;GD@2&5A=&@@2$$M,30@=7-E
M<G,@;W5T('1H97)E/PT*(&)Y(&-B;6)E<W1`:7@N;F5T8V]M+F-O;2`H4F%Y
M($1E;FYI<R`I#0H@,C`I($UY('=I<V@@9F]R('1H92!.97<@665A<BXN+@T*
M(&)Y($9I<F4@0F]T=&QE(&%R8VAI=F4@:&%N9&QE<B`\9FER96)O=&Q`:F%C
M:V%T86LN=&AE<&]R8V@N8V]M/@T*(#(Q*2!!<W1A:6,@;6]D96P@-S<@:6YF
M;SH@('1H86YK<R!T;R!A;&P-"B!B>2!R;V)E<G0@9F]W;&4@/&AA;6UA<FQU
M;F1`=F]Y86=E<BYN970^#0H@,C(I(#@P(&UE=&5R(&QU;F-H8F]X97,A#0H@
M8GD@0FEL;"!-96%R82`\-S0U,S<N,3$P,$!C;VUP=7-E<G9E+F-O;3X-"B`R
M,RD@4TM.(')I9PT*(&)Y($)I;&P@365A<F$@/#<T-3,W+C$Q,#!`8V]M<'5S
M97)V92YC;VT^#0H@,C0I($A1+3$P,"!P87)T<PT*(&)Y($)I;&P@365A<F$@
M/#<T-3,W+C$Q,#!`8V]M<'5S97)V92YC;VT^#0H@,C4I($YA=&EO;F%L($-O
M;7!A;GD@5')A;G-M:71T97(-"B!B>2!":6QL(%-O<G-B>2`\8FEL;"YS;W)S
M8GE`9&QE<#$N:71G+G1I+F-O;3X-"B`R-BD@4F4Z(%5P<&5R(&-A<V4L5FEK
M:6YG($EN=F%D97)S+$A23R!C;VEL<RP@4TM.#0H@8GD@9F=I;&UO<F5`=V]O
M9'1E8V@N8V]M#0H@,C<I($AA;&QI8W)A9G1E<B=S($-H<FES=&UA<R!-97-S
M86=E#0H@8GD@0FEL;"!3;W)S8GD@/&)I;&PN<V]R<V)Y0&1L97`Q+FET9RYT
M:2YC;VT^#0H@,C@I($-A;&D@5'5B92!F;W(@82!36"TQ,#$-"B!B>2`B06QL
M86X@1G)I='-C:&4B(#QF<FET<V-H94!M<VXN8V]M/@T*(#(Y*2!.;R!$96-O
M9&5S(%!L96%S90T*(&)Y($1A=F4@4W1I;G-O;B`\-S(R,C<N,38T,$!C;VUP
M=7-E<G9E+F-O;3X-"B`S,"D@4F4Z(%-+3CH@5VAA=&-H82!G;VYN82!U<V4_
M#0H@8GD@(E)O8F5R=&$@2BX@0F%R;6]R92(@/')B87)M;W)E0&EN9'DN;F5T
M/@T*(#,Q*2!.;W<@:70@8V%N(&)E('1O;&0-"B!B>2`B4F]B97)T82!*+B!"
M87)M;W)E(B`\<F)A<FUO<F5`:6YD>2YN970^#0H@,S(I(%)E.B!2,SDP+U(S
M.3!!(&UA:6X@='5N:6YG(&MN;V(-"B!B>2!W:6QL:6%M94!C<VXN;F5T("A"

M:6QL(%-T86YD97)F97(I#0H@,S,I(%=".$)&4R!+5U,M,2!/<&5R871I;VX-
M"B!B>2!-3T135$502$!!0U,N14M5+D5$50T*#0HM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM#0H-"D1A=&4Z($9R:2P@,C(@1&5C(#DU(#$S.C(T.C0W(#`W
M,#`-"D9R;VTZ(&UE<G)I9V%N0&5E+G5A;&)E<G1A+F-A("A3:&%U;B!-97)R
M:6=A;BD-"E1O.B!B;V%T86YC:&]R<T!T:&5P;W)C:"YC;VT-"E-U8FIE8W0Z
M(%)E.B!-=2UM971A;"!F;VQL;W<@=7`-"DUE<W-A9V4M240Z(#PQ.3DU,3(R
M,C(P,C4N3T%!,34X.35`=7)O+G1H97!O<F-H+F-O;3X-"@T*#0HM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM#0H-"DUO<F4@9&ES8W5S<VEO;B!O;B!-=2UM
M971A;#H-"@T*374M365T86P@:7,@86QL(&)U="!D96%D(&9O<B!S<&5C:6%L
M(&%P<&QI8V%T:6]N<PT*#0I015)-04Q,3UD@.#`@:7,@;F]W('5S960@86YD
M($%$5D%.0T4@34%'3D5424-3(&ES('1H92!L96%D97(@:6X@3F]R=&@-"D%M
M97)I8V$@9F]R('-H:65L9&EN9R!A<'!L:6-A=&EO;G,N#0H-"E1H97-E(&%R
M92!B;W1H('-O9G0@;6%G;F5T:6,@86QL;WES(&%N9"!H879E(&YO=&AI;F<@
M=&\@9&\-"G=H871S;V5V97(@=VET:"!T:&4@86)O=F4@<W1A=&5D('!E<FUA
M;F5N="!M86=N971I8R!M871E<FEA;',N#0H-"DUU+4UE=&%L(&%N9"!P97)M
M86QL;WD@87)E($YI8VME;"])<F]N(&%L;&]Y<R!C87)E9G5L;'D-"FUA9&4@
M=&\@97AA8W0@<F%T:6\@86YD(&%V;VED:6YG(&EM<'5R:71I97,@=VAI8V@@
M:6YH:6)I=`T*=&AE;2!F<F]M(&]B=&%I;FEN9R!H:6=H+74N("!-=2U-971A
M;"!I<R!M;W)E('-E;G-I=&EV92!T;PT*;65C:&%N:6-A;"!A8G5S92!T:&%N
M(%!%4DU!3$Q/65,@86YD(&AA<R!B965N(&1R;W!P960@9F]R#0IU<V4@87,@
M<VAE:6QD:6YG(&9O<B!Q=6ET92!S;VUE('1I;64N("!-=2U-971A;"!S=&EL
M;"!H87,@<V]M92!S<&5C:6%L#0IA<'!L:6-A=&EO;G,@=VAE<F4@=&AE('9E
M<GD@;&]W97-T('-A='5R871I;VX-"F=A=7-S(&ES(')E<75I<F5D+B`@36EN
M+B!C;V5R8VEV:71Y(&ES(&%B;W5T('1H92!S86UE(&9O<B!T:&4@='=O(&%S
M(&ES#0IM87@N('!E<FUE86)I;&ET>2P@:&]W979E<B!I;B!P<F%C=&EC92!T
M:&4@4$5234%,3$]94R!A<F4@;75C:"!E87-I97(@=&\-"FUA;G5F86-T=7)E
M(&EN(&)U;&L@=VET:"!C;VYS:7-T96YT(&]U=&-O;64N#0H-"DUU+4UE=&%L
M('9A<FEE<R!F<F]M(&)A=&-H('1O(&)A=&-H(&%N9"!A('-I;7!L92!B96YD
M(&]F('1H92!M871E<FEA;`T*9W)E871L>2!R961U8V5S('!E<FUE86)I;&ET
M>2P@=VAE<F4@=&AE(%!%4DU!3$Q/65,@8V%N(&)E(&)E;G0@86YD(&9O<FUE
M9`T*=VET:&]U="!L;W-I;F<@<VAE:6QD('!R;W!E<G1I97,@=&\-"F)A9&QY
M+B`@3F]T:&EN9R!B971T97(@=&AA;B!097)M86QL;WD@.#`@:&%S(&)E96X@
M9&ES8V]V97)E9"!F;W(-"G-H:65L9&EN9RXN+GEE="$-"@T*#0H-"BTM(`T*
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2T-"E-H875N(%`N($UE<G)I9V%N#0HS<F0@665A<B!%
M12!5;FEV97)S:71Y(&]F($%L8F5R=&$-"FUE<G)I9V%N0&YY<75I<W0N964N
M=6%L8F5R=&$N8V$@*%-H875N($UE<G)I9V%N*0T*+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2T-
M"@T*#0H-"@T*#0H-"@T*+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M#0H-"D1A=&4Z($9R:2P@,C(@1&5C(#$Y.34@,38Z,S,Z,#,@+3`U,#`@*$53
M5"D-"D9R;VTZ(%!E=&5R($9E<G)A;F0@/'!F97)R86YD0'-C;V]T+FYE=&ES
M+F-O;3X-"E1O.B!W86QL86-E0&UC+F-O;2P@8F]A=&%N8VAO<G-`=&AE<&]R
M8V@N8V]M#0I3=6)J96-T.B!293H@2&5A=&@@3'5N8VAB;W@@;VX@.#`@;W(@
M-#`_/S\-"DUE<W-A9V4M240Z(#PQ.3DU,3(R,C(Q,S,N44%!,C$V,C!`<V-O
M;W0N;F5T:7,N8V]M/@T*#0H^(`T*/B!(97)E)W,@82!S:6QL>2!T:&]U9VAT
M+@T*/B`-"CX@2&%S(&%N>6]N92!E=F5R(&-O;G-I9&5R960@=&%K:6YG(&$@

M*$I53DM%4BD@2&5A=&@@3'5N8VAB;W@@#0H^('1R86YS8V5I=F5R(&%N9"!M
M;V1I9GEI;F<@:70@=&\@<G5N(&]N(&]N92!O9B!T:&4@2$8-"CX@:&%M8F%N
M9',_(%1A:V4@;W5T('1H92!D;W5B;&5R+71R:7!L97(M=')I<&QE<B!S96-T
M:6]N+"`-"CX@=7-E(&-O;7!O;F5N=',@9F]R(#@P;2XN+BYY;W4@=V]U;&0@
M=&AE;B!H879E(&%N(#@P;2!S=7!E<G)E9V5N#0H^+BXN+BX@#0H^(`T*/B`M
M+4%N9'D-"CX@=V%L;&%C94!M8RYC;VT-"CX@#0H-"EEU<"P@=&AA="=S('-I
M;&QY+@T*#0HZ+3`-"BU0971E#0I70C)13$P-"@T*+F%N9"!H97)E(&-O;65S
M(&$@=&AR96%D(&]F(%!%+30W)W,@8V]N=F5R=&5D('1O(#)-($9-+BXN+@T*
M#0H-"@T*+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM#0H-"D1A=&4Z
M($9R:2P@,C(@1&5C(#$Y.34@,34Z-#8Z-#D@+3`V,#`-"D9R;VTZ('!E;G-O
M;D!S8VDN;75S+FUN+G5S("A#:'5C:R!096YS;VXI#0I4;SH@<&9E<G)A;F1`
M<V-O;W0N;F5T:7,N8V]M+"!B;V%T86YC:&]R<T!T:&5P;W)C:"YC;VT-"E-U
M8FIE8W0Z(%)E.B!(96%T:"!,=6YC:&)O>"!O;B`X,"!O<B`T,#_/PT*365S
M<V%G92U)1#H@/'8P,34R,&0P,&%D,#!D-S@X.&1A,T!;,C`V+CDN,30X+C$P
M73X-"@T*/CX-"CX^($AE<F4G<R!A('-I;&QY('1H;W5G:'0N#0H^/@T*/CX@
M2&%S(&%N>6]N92!E=F5R(&-O;G-I9&5R960@=&%K:6YG(&$@*$I53DM%4BD@
M2&5A=&@@3'5N8VAB;W@-"CX^('1R86YS8V5I=F5R(&%N9"!M;V1I9GEI;F<@
M:70@=&\@<G5N(&]N(&]N92!O9B!T:&4@2$8-"CX^(&AA;6)A;F1S/R!486ME
M(&]U="!T:&4@9&]U8FQE<BUT<FEP;&5R+71R:7!L97(@<V5C=&EO;BP-"CX^
M('5S92!C;VUP;VYE;G1S(&9O<B`X,&TN+BXN>6]U('=O=6QD('1H96X@:&%V
M92!A;B`X,&T@<W5P97)R96=E;@T*/CXN+BXN+@T*#0I.;RP@8G5T($D@:&%V
M92!T:&]U9VAT(&%B;W5T(&%C='5A;&QY(&-O;G9E<G1I;F<@;VYE(&EN=&\@
M82!L=6YC:"!B;W@@.BD-"@T*#0I#:'5C:R!096YS;VX-"E=!-UI:10T*02!C
M;VQL96-T;W(@;V8@2&5A=&@@96QE8W1R;VYI8R!P<F]D=6-T<PT*#0H-"@T*
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM#0H-"D1A=&4Z($9R:2P@
M,C(@1&5C(#DU(#$U.C4Y.C`P(%!35`T*1G)O;3H@(D-R86EG($%N9&5R<V]N
M("T@17AT+B`Q,S8T(B`\0T%N9&5R<V]`<VUT<"YS=''`N=&5C+FUN+G5S/@T*
M5&\Z("(G8F]A=&%N8VAO<G,G(B`\8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M
M/@T*4W5B:F5C=#H@06QI9VX@4C,Y,$$-"DUE<W-A9V4M240Z(#PS,$1"-#DX
M1$!S;71P+G-T<"YT96,N;6XN=7,^#0H-"@T*26X@=&AE('!A<W0@+$D@:&%V
M92!S965N(&%L:6=N;65N="!I;G-T<G5C=&EO;G,@<')I;G1E9"!F;W(@=&AE
M(%(S.3!!('1H870@#0IW97)E(&$@;&ET=&QE(&UO<F4@<W1R86EG:'0@9F]R
M=V%R9"!T:&%N('1H92!O;F5S(&EN('1H92!2,SDP(&UA;G5A;"X@($D@86T@
M#0IC;VYC97)N960@86)O=70@9V]I;F<@=&AR;W5G:"!T:&4@:F]B('=I=&@@
M=&AE('-T;V-K(&%L:6=N;65N="!P87)T:6-U;&%R:6QY(`T*=VET:"!S=&%G
M9V5R('1U;FEN9RX-"@T*1&]E<R!A;GEO;F4@:&%V92P@;W(@:VYO=R!W:&5R
M92!)(&-A;B!G970L(&$@<F5A;&QY(&=O;V0@<V5T(&]F(&%L:6=N;65N="`-
M"FEN<W1R=6-T:6]N<S\-"@T*+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM#0H-"D1A=&4Z($9R:2P@,C(@1&5C(#DU(#$W.C4Q.C$Q($535`T*1G)O
M;3H@9V-`9F]X+F-E;BYC;VT@*$=A<GD@0VAA='1E<G,I#0I4;SH@8F]A=&%N
M8VAO<G-`5&AE4&]R8V@N8V]M#0I3=6)J96-T.B!293H@("XN+B!!;GD@0VQE
M9V<@0D$@26YT97)E<W0_#0I-97-S86=E+4E$.B`\.34Q,C(R,C(U,2Y!03$Q
M-3<U0&-E;BYC;VT^#0H-"@T*5V5L8V]M92!T;R!T:&4@;&ES="!";V(N#0H-
M"D)O8B!7:71M97(@=W)I=&5S.@T*6RXN+ET-"CX-"CY#;&5G9R!"02!);G1E
M<F5S=`T*/D%N>6]N92!E;'-E(&EN=&5R97-T960@:6X@0VQE9V<@0D%S/R!)
M(&AA=F4@86X@26YT97)C97!T;W(@<F5C96EV97(@+2!T:&4-"CXB1F%C=&]R
M>2!386UP;&4B(&%N9"!A(&UA=&-H:6YG($%L;"U"86YD97(@8V]N=F5R=&]R
M+B`@22=M(&%L<V\@86)O=70@<F5A9'D-"CYT;R!S=&%R="!W;W)K(&]N(&$@

M5F5N=7,@*#8M365T97(@4U-"*2!W:&EC:"!)(&AO<&4@=&\@:&%V92!R96%D
M>2!F;W(@=&AE#0H^2F%N=6%R>2!62$8@8V]N=&5S="X-"CX-"@T*22!D;R!H
M879E(&$@0VQE9V<@.3DG97(@:6X@=&AE('!R;VIE8W0@<75E=64N("!)="!L
M;V]K<R!L:6ME(&ET('=A<PT*<W1O<F5D(&EN(&$@8V]A;"!M:6YE.R!I="=S
M(')E86QL>2!D:7)T>2X@($D@;6%Y(&IU<W0@;&]O:R!F;W(@82!B971T97(@
M;VYE+@T*22!H879E('-E96X@82!C;W5P;&4@<VAO=R!U<"!A="!H86UF97-T
M<R`H<VAO=6QD)W9E(&)O=6=H="!T:&4@8VQE86X-"F]N92!F;W(@)#,U($D@
M<V%W(&$@>65A<B!A9V\N*2`@1&]N)W0@:VYO=R!W:&5N($DG;&P@9V5T('1O
M(&ET('1H;W5G:"X-"@T*-S,L#0H-"D=A<GD-"@T*+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM#0H-"D1A=&4Z($9R:2P@,C(@1&5C(#DU(#$V.C$R
M($U35`T*1G)O;3H@:VHW9D!M:6-R;VXN;F5T("A497)R>2!$;V)L97(@*0T*
M5&\Z(&)O871A;F-H;W)S0'1H97!O<F-H+F-O;0T*4W5B:F5C=#H@5U1"(#$P
M,%1(("8@,C4P5$@@='5B97,-"DUE<W-A9V4M240Z(#QM,'141V1J+3`P,%%8
M,T-`;6ES,#$N;6EC<F]N+FYE=#X-"@T*1W)E971I;F=S+`T*#0H@("!!(&9R
M:65N9"!H97)E(&EN('1O=VX@:7,@:6X@;F5E9"!O9B!S;VUE(#$P,%1H("8@
M,C4P5$@@='5B97,-"G1O(&=E="!H:7,@0D,V,3`@8F%C:R!O;B!T:&4@86ER
M+B`@($EF('EO=2!C86X@:&5L<"!P;&5A<V4@92UM86EL#0IM92!A="!K:C=F
M0&UI8W)O;BYN970@86YD($DG;&P@9V5T(&AI;2!I;B!C;VYT86-T('=I=&@@
M:&EM+@T*#0HW,RP@5&5R<GD@($M*-T8-"@T*#0HM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@1G)I+"`R,B!$96,@.34@,3@Z,C8Z
M,3(@15-4#0I&<F]M.B!J;VAN(#QJ;VAN;6)`;F%N9&\N;F5T/@T*5&\Z(&)O
M871A;F-H;W)S0'1H97!O<F-H+F-O;0T*4W5B:F5C=#H@5U1".B!(43$P,"!P
M87)T<PT*365S<V%G92U)1#H@/#DU,3(R,C(S,C8N04$Q,3<Y.4!M97)L:6XN
M;F%N9&\N;F5T/@T*#0H@("`@("`@($UE<G)Y($-H<FES=&UA<R!T;R!A;&PN
M+BXN#0H-"B`@("`@("`@5&AE(%-8,3`P($D@=V%S('1O(&)U>2!T=7)N960@
M;W5T('1O(&)E(&$@2%$Q,#`N+BX@.BTI#0H@("`@("`@($ET('=A<R!Q=6ET
M92!R96%S;VYA8FQE+"!B=70@<V%N<R!S+6UE=&5R+B!)9B!A;GEO;F4@:&%S
M#0H@("`@("`@(&$@2%$Q,#`M8V]M<&%T86)L92!S(&UE=&5R("A)(&)E;&EE
M=F4@=&AE>2!W97)E(&-O;6UO;B!T;PT*("`@("`@("!Q=6ET92!A(&9E=R!D
M:69F97)E;G0@2%$@<V5R:65S(')A9&EO<RD@86YD+V]R('-C:&5M871I8W,-
M"B`@("`@("`@9F]R('-A;64L($DG9"!A<'!R96-I871E(&$@;F]T92X-"@T*
M("`@("`@("!(;W!E('EO=2!A;&P@:&%V92!A(&=R96%T(&AO;&ED87DL#0H@
M("`@("`@("]J;VAN#0H-"B`@("`@("`@:F]H;FUB0&YA;F1O+FYE=`T*#0H-
M"BTM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+0T*#0I$871E.B!&<FDL
M(#(R($1E8R`Y-2`Q-SHS,2!#4U0-"D9R;VTZ(%1/32Y!+D%$04U30&UA:6PN
M861M:6XN=VES8RYE9'4-"E1O.B!B;V%T86YC:&]R<R5T:&5P;W)C:"YC;VU`
M=FUS+FUA8V,N=VES8RYE9'4-"E-U8FIE8W0Z(%)E+B!-96UP:&ES($)E;&QE
M#0I-97-S86=E+4E$.B`\1D--2#,Q,S@N1D--2#,Q-#E`;6%I;"YA9&UI;BYW
M:7-C+F5D=3X-"@T*=&\Z(&)O871A;F-H;W)S0'1H97!O<F-H+F-O;0T*#0I(
M96QL;R!4;VTN#0H-"B`@($EN('EO=7(@0D$@<W!O='1I;F<@:6X@=&AE(&UO
M=FEE+"!Y;W4@;6ES<V5D('1H92!"0RTS,#8@86YT96YN82!L;V%D:6YG(&-O
M:6P-"F)O;'1E9"!T;R!T:&4@<W1A<F)O87)D('-I9&4@;V8@=&AE(&)U;&MH
M96%D(&)E='=E96X@=&AE(')A9&EO(')O;VT@86YD(&-O8VMP:70-"F%N9"!A
M('-H;W0@;W(@='=O(&]F('-T;W)E9"!"0RTS-S4@<&QU9RUI;B!T=6YI;F<@
M=6YI=',@;VX@=&AE('-T87)B;V%R9"!S:61E#0IO9B!T:&4@<F%D:6\@8V]M
M<&%R=&UE;G0@<F5A<B!B=6QK:&5A9"`H:70@<&%Y<R!D:79I9&5N9',@:6X@
M9&5T86EL(')E<V]L=71I;VX-"G1O('5S92!T:&4@8F%S96)A;F0@=FED96\@
M:6YP=70@;VX@>6]U<B!45B!S970@<F%T:&5R('1H86X@=&AE(%)&(&UO9'5L

M871O<B$I+@T*#0H@("!4:&4@8W)I=&EC<R!P86YN960@(DUE;7!H:7,@0F5L
M;&4B+"!B=70@=VAA="!T:&4@:&5L;"!D;R!42$]312!";WIO<R!K;F]W/PT*
M5&AE<V4@9&%Y<RP@:68@:70@86EN)W0@9V]T(%-T86QL;VYE(&]R(%-C:'=A
M<G1Z96YE9V5R(&EN(&ET+"!A<'!L>6EN9R!A;B!5>FD-"G1O(&5V97)Y;VYE
M(&EN('-I9VAT+"!I="=S(&YO="!W;W)T:"!T:&5I<B!N;W1I8V4N#0H-"B`@
M(%)E+B!T:&4@1D%8('=I=&@@=&AE($U#5R!K97EE9"!O=F5R(&ET.B!T:&%T
M('=A<R!A(&1I<F5C=&]R)W,@:61E82!O9B!W:&%T#0I'97)M86X@;F]I<V4@
M:F%M;6EN9R!S;W5N9&5D(&QI:V4L($D@<W5P<&]S92X-"@T*("`@22!F;W5N
M9"!T:&%T(&%S<&5C="!K:6YD82!I;G1E<F5S=&EN9RP@8F5C875S92!))W9E
M(&)E96X@9F%S8VEN871E9"!B>2!T:&4-"G=H;VQE('-U8FIE8W0@;V8@:F%M
M;6EN9R!F;W(@<V]M92!T:6UE+@T*#0H@("!4:&4@34-7(&EN('1H92!F:6QM
M('=A<R!S:6UI;&%R('1O('1H92!S>7-T96T@=&AE(%-O=FEE=',@=7-E9"!O
M;B!2861I;PT*1G)E92!%=7)O<&4@86YD(%9/02X@5&AE(%-O=FEE=',@=7-E
M9"!A="!L96%S="!T=V\@<V5P97)A=&4@:F%M;6EN9R!N971W;W)K<RP-"F$@
M<VMY=V%V92`H9F]R(&MI;&QI;F<@<F5C97!T:6]N(&AA;&8@82!C;VYT:6YE
M;G0@87=A>2DL(&%N9"!A(&=R;W5N9'=A=F4@*&9O<@T*=VEP:6YG(&]U="!R
M96-E<'1I;VX@:6X@;&%R9V4@;65T<F]P;VQI=&%N(&%R96%S(&]R(&]N(&$@
M<F5G:6]N86P@8F%S:7,I+"!A;&P-"F-O;G1R;VQL960@9G)O;2!S;VUE(&-E
M;G1R86P@<&]I;G0N($$@;6]N:71O<FEN9R!N971W;W)K(&%L;&]W960@=&AE
M;2!T;R!C:&5C:PT*;VX@=&AE(&5F9F5C=&EV96YE<W,@;V8@:F%M;6EN9R!I
M;B!A(&=I=F5N(&%R96$L(&%N9"!T:&4@8V]N=')O;"!P;VEN="!C;W5L9`T*
M<&EL92!-3U)%(&IA;6UI;F<@=')A;G-M:71T97)S(&]N(&$@9VEV96X@9G)E
M<75E;F-Y(&%N9"!A<F5A(&EF(&YE8V5S<V%R>2X-"@T*("`@1F]R('1H:7,@
M<WES=&5M('1O('=O<FLL('EO=2!H879E('1O(&)E(&%B;&4@=&\@:61E;G1I
M9GD@=&AE(&IA;6UE<G,@86QR96%D>0T*:6X@=7-E.R!T:'5S+"!E86-H(&IA
M;6UE<B!I;B!T:&4@;F5T=V]R:R!I9&5N=&EF:65D(&ET<V5L9B!P97)I;V1I
M8V%L;'D@:6X@34-7#0HH;6%Y8F4@;VYC92!E=F5R>2`R(&]R(#,@;6EN=71E
M<RDL(&EN(&$@;6%N;F5R('-I;6EL87(@=&\@=&AA="!H96%R9"!I;B!-96UP
M:&ES#0I"96QL92X@270G<R!L;VYG(&)E96X@<G5M;W)E9"!T:&%T(&IA;6UE
M<G,@:6YS:61E(&]F('1H92!54U-2(E960@=VET:"!T=V\-"FQE='1E<G,L
M(&%N9"!J86UM97)S(&EN('1H92!S871E;&QI=&4@8V]U;G1R:65S(E960@
M=VET:"!A(&QE='1E<B!A;F0@;VYE#0ID:6=I="X-"@T*("`@270@=7-E9"!T
M;R!B92!R96%L;'D@:6YT97)E<W1I;F<@=&\@=V%T8V@@=&AE<V4@;FEG:'1L
M>2!B871T;&5S(&%S('1H97D@9V]T#0IS=&%R=&5D+B!!(%)A9&EO($9R964@
M175R;W!E('1R86YS;6ET=&5R('=O=6QD(&-O;64@=7`@=VET:"!D96%D(&-A
M<G)I97(L(&IU<W0-"F=E='1I;F<@='5N960@=7`@9F]R('1H92!B<F]A9&-A
M<W0N($)E9F]R92!T:&4@:6YT97)V86P@<VEG;F%L(&-O=6QD(&)E9VEN+`T*
M=&AE('=H;V]S:"!O9B!A(%9&3R!W;W5L9"!B92!H96%R9"P@>F5R;R!B96%T
M:6YG+B!/;F-E('1H92!I;G1E<G9A;"!S:6=N86P-"F)E9V%N(&%N9"!P;W-I
M=&EV;'D@241E9"!T:&4@=FEC=&EM+"!T:&4@;F]I<V4@;6]D=6QA=&EO;B`H
M=7-U86QL>2!!32!I;B!F;W)M*0T*8F5G86XL(&%N9"!/5$A%4B!C87)R:65R
M<R!C;W5L9"!B92!H96%R9"!W:&]O<VAI;F<@:6X@;&EK92!S:&%R:W,N($]N
M92!B>2!O;F4-"G1H97D@=&]O('=O=6QD('-T87)T('5P('=I=&@@=&AI97(@
M<F%C:V5T+"!A;B!O8V-A<VEO;F%L($U#5R!)1"!F<F]M(&5A8V@@<FEG#0IP
M;W!P:6YG(&]U="!O9B!T:&4@;65S<RX@07)O=6YD(#`P,#`@;W(@,#$P,"!5
M5$,L('1H92`R-2!M971R92!B86YD('=A<R!P;V-K+0T*;6%R:V5D('=I=&@@
M:6YA=61I8FQE(%)&12!O=71L971S+"!E86-H(&)U<FEE9"!U;F1E<B`U(&]R
M(#8@;F]I<V4@:F%M;65R<RX-"@T*("`@5&\@9VEV92!Y;W4@86X@:61E82!J

M=7-T(&AO=R!E9F9E8W1I=F4@=&AE(&5F9F]R="!W87,Z(&9O<B!Y96%R<RP@
M22!Q=65S="T-"FEO;F5D(&EF(%)&12!A8W1U86QL>2!E>&ES=&5D(&%T(&%L
M;"$@26X@>65A<G,@;V8@4U=,:6YG+"!))V0@;F5V97(@<F5A;&QY#0IH96%R
M9"!A;B!21D4@<VEG;F%L(&]N('1H:7,@<VED92!O9B!T:&4@071L86YT:6,N
M($D@8V]U;&1N)W0@9FEN9"!21D4@;W5T;&5T<PT*=6YT:6P@22!I9&5N=&EF
M:65D('1H92!J86UM97)S(&%S('=H870@=&AE>2!W97)E+"!42$5.('1H92!2
M1D4@;W5T;&5T<R!B96-A;64-"F%P<&%R96YT+@T*#0H@("!4:&%T('=A<R!A
M(&)I="!O9F8@=&AE($)!('1H<F5A9#L@22!H;W!E('1H92!3=6)J96-T(%!O
M;&EC92!D;VXG="!J=6UP(&]N#0IM92!F;W(@:70A("`@.BTI#0H-"B`@("`@
M("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@(#<S)W,L#0H-
M"B`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@
M("`@("`@("!4;VTL($LY5$$-"@T*+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM#0H-"D1A=&4Z($9R:2P@,C(@1&5C(#$Y.34@,3@Z,S0Z,S4@+3`U
M,#`-"D9R;VTZ(')O8F5R="!F;W=L92`\:&%M;6%R;'5N9$!V;WEA9V5R+FYE
M=#X-"E1O.B!B;V%T86YC:&]R<T!T:&5P;W)C:"YC;VT-"D-C.B!G;&]W8G5G
M<T!T:&5P;W)C:"YC;VT-"E-U8FIE8W0Z($%S=&%I8R!M;V1E;"`W-R!M:6,@
M:6YF;R!N965D960-"DUE<W-A9V4M240Z(#PQ.3DU,3(R,C(S,S0N4T%!,3@P
M,#5`=FEX82YV;WEA9V5R+FYE=#X-"@T*1W)E='1I;F=S.PT*("`@("`@("!A
M;GEB;V1Y(&MN;W<@86YY=&AI;F<@86)O=70@=&AE($%S=&%T:6,@;6EC(&UO
M9&5L(#<W/PT*8V%S="!A;'5M:6YU;2!B<F]A9&-A<W0@<W1Y;&4@;6EC+"!H
M87,@;&]W+"!M960L(&AI9V@@<V5T=&EN9W,N#0I)('!E<G-O;F%L;'D@;F5V
M97(@:VYE=R!!<W1A=&EC(&UA9&4@86YY=&AI;F<@;&EK92!T:&ES+@T*=&AA
M;FMS(&9O<B!A;GD@:6YP=70N#0I2;V)E<G0@1F]W;&4-"G1H92!(04U-05),
M54Y$(&AI<W1O<FEA;@T*4&@N(#4Q-RTW.#DM-C<R,0T*12UM86EL.B!(86UM
M87)L=6YD0'9I>&$N=F]Y86=E<BYN970-"@T*#0HM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@1G)I+"`R,B!$96,@,3DY-2`Q.#HT
M,3HU,"`M,#4P,`T*1G)O;3H@<F]B97)T(&9O=VQE(#QH86UM87)L=6YD0'9O
M>6%G97(N;F5T/@T*5&\Z(&)O871A;F-H;W)S0'1H97!O<F-H+F-O;0T*0V,Z
M(&=L;W=B=6=S0'1H97!O<F-H+F-O;0T*4W5B:F5C=#H@:&%M;6%R;'5N9"!0
M4T,M,3`@<W!E86ME<G,@9G,Z#0I-97-S86=E+4E$.B`\,3DY-3$R,C(R,S0Q
M+E-!03$X,CDT0'9I>&$N=F]Y86=E<BYN970^#0H-"FAA=F4@-2`H;W)I9VEN
M86QL>2!L:7-T960@-B!F;W(@,C@P+C`P('-H:7!P960I(&)U="P@<V5E;7,@
M=&AE>2!M87D@;6]V90T*8F5T=&5R(&%S('-I;F=L92!U;FET<RX@(&YO=RP@
M:2!H879E(&1O;F4@;F]T:&EN9R!T;R!T:&5S92P@=&AE>2!M87D@;F5E9"!T
M;PT*8F4@<F4M8V]N960@=&\@<V]U;F0@9V]O9"P@86YD(#(@9&5F:6YE=&QY
M(&YE960@<F5F:6YS:&5D+"!T:&4@;W1H97)S('-H;W5L9`T*8VQE86X@=7`@
M=&\@8F4@870@;&5A<W0@<')E<V5N=&%B;&4N#0II9B!I;G1E<F5S=&5D(&EN
M(&]N92P@:2=L;"!S:&EP('1H96T@9F]R("0U,"!E82X-"G1H97-E(&%R92!T
M:&4@=6YI="!T:&%T+"!D97!E;F1I;F<@;VX@8V]L;W(@;6%T8V@@=&AE(&9O
M;&QO=VEN9SH-"G-P+3(P,"]S<"TT,#`O:'$M,3(Y>"P@=&AE<V4@87)E(#$P
M(B!J96YS96X@<W!E86ME<G,@:6YS:61E+"!A<R!S=7!P;&EE9`T*9G)O;2!(
M86UM87)L=6YD+B!I9B!Y;W4@=V]U;&0@;&EK92!O;F4@;W(@;6]R92P@8V]N
M=&%C="!M92!A="!T:&4@8F5L;W<@:6YF;SH-"FAA<'!Y(&AO;&ED87ES#0I2
M;V)E<G0@1F]W;&4-"G1H92!(04U-05),54Y$(&AI<W1O<FEA;@T*4&@N(#4Q
M-RTW.#DM-C<R,0T*12UM86EL.B!(86UM87)L=6YD0'9I>&$N=F]Y86=E<BYN
M970-"@T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*1&%T
M93H@1G)I+"`R,B!$96,@.34@,3<Z-#@@0U-4#0I&<F]M.B!43TTN02Y!1$%-
M4T!M86EL+F%D;6EN+G=I<V,N961U#0I4;SH@8F]A=&%N8VAO<G,E=&AE<&]R

M8V@N8V]M0'9M<RYM86-C+G=I<V,N961U#0I3=6)J96-T.B!292X@0VQE9V<@
M0D$@:6YT97)E<W0-"DUE<W-A9V4M240Z(#Q&0TU(-#@P,"Y&0TU(-#@Q,D!M
M86EL+F%D;6EN+G=I<V,N961U/@T*#0IT;SH@8F]A=&%N8VAO<G-`=&AE<&]R
M8V@N8V]M#0H-"B`@($DG=F4@9V]T(&$@(CDY97(B(&EN('1H92!G87)A9V4@
M=&AA="=S(&]N('1H92!B86-K(&)U<FYE<B!R:6=H="!N;W<[($D@;F5E9`T*
M82!M86YU86P@86YD('-C:&5M871I8RX@5%@@:7,@9&5A9"P@4E@@<V5E;7,@
M=&\@:&%V92!F<F]N="!E;F0@<')O8FQE;7,N#0H-"@T*("`@("`@("`@("`@
M("`@("`@("`@("`@("`@("`@("`@("`@("`@(%1O;2P@2SE400T*#0H-
M"@T*#0H-"@T*#0H-"@T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2T-"@T*1&%T93H@1G)I+"`R,B!$96,@,3DY-2`Q.#HU.3HQ-"`M,#4P,`T*
M1G)O;3H@<F]B97)T(&9O=VQE(#QH86UM87)L=6YD0'9O>6%G97(N;F5T/@T*
M5&\Z(&)O871A;F-H;W)S0'1H97!O<F-H+F-O;0T*0V,Z(&=L;W=B=6=S0'1H
M97!O<F-H+F-O;0T*4W5B:F5C=#H@4U`M-C`P+4I8+3$T($-U<W1O;2!B>2!(
M86UM87)L=6YD(&9S.@T*365S<V%G92U)1#H@/#$Y.34Q,C(R,C,U.2Y304$Q
M.#DV.$!V:7AA+G9O>6%G97(N;F5T/@T*#0IG<F5T=&EN9W,[#0H@("`@("`@
M(&%F=&5R('-E=F5R86P@8FET97,L(&ET<R!S=&EL;"!A=F%I;&EB;&4N('1H
M:7,@:7,@;VYE(&]F(&QE<W,@=&AA;@T*-3`@=6YI=',@9&]N92!T:&ES('=A
M>2!B>2!(86UM87)L=6YD+"!F;W(@8FEG('=I9W,L(&5M8F%S<WES+"!A;F0-
M"F%M8F%S<VET;W)S+"!I;B!T:&4@9V]V97)N;65N="X@#0IT:&4@3TY,62!R
M96%S;VX@:70@:7,@9F]R('-A;&4L(&ES(&)E8V%U<V4@;7D@=VEF97,@8F5S
M="!F<FEE;F0@86YD(&AE<B`S#0IY;W5N9R!K:61S+"@T('ER<RP@,WER<RP@
M)B`T(&UO;G1H<RD@87)E('-T<F%N9&5D(&EN($=E;W)G:6$L(&%F=&5R(&=O
M:6YG#0IT:&5R92!F;W(@=&AE(&AO;&ED87ES+"!A;F0@:&%V:6YG(&AE<B!C
M87(@8G)E86L@9&]W;B!B97EO;F0@<F5P86ER+B`H(&D-"FMN;W<L(&YI8V4@
M9W5Y*2!W96QL+"!S:&4@:&%S(&YO(&9A;6EL>2!T;R!H96QP(&AE<BP@<V\@
M:&5R92!I(&%M+B!I9B!Y;W5R#0II;G1E<F5S=&5D+"!P<FEC92!I<R`D-C4P
M('-H:7!P960L(&DG;&P@<VAI<"!A9G1E<B!T:&4@,7-T+@T*86YD(&%T(&QE
M87-T(#(@<&5O<&QE(&AE<F4@;VX@0D$@8V%N(&%T=&5S="!T;R!I=',@8V]N
M9&ET:6]N(&%N9"!L;V]K<RX-"DUA<F,@365L=6-A<R`F($-H<FES($=A;&)R
M86ET:"P@8F]T:"!H879E('-E96X@86YD(&AE87)D('1H:7,@8F5A=71I9G5L
M#0IU;FET+B!S;RP@:68@>6]U(&-A;B!H96QP(&UE(&AE;'`@:&5R(&]U="P@
M9VEV92!M92!A(&)U;7`N#0IO4SL@;F5E9"!T;R!G970@:&5R(&)A8VL@8F5F
M;W)E('1H92`Q<W0@;V8@2F%N+B`H<VAE('-T87)S="!C;VQL86=E('1H92`S
M<F0I#0IS;R!I(&YE960@=&AE(&-A<V@@87-A<"P@:2=M(&EN(&UI8V@N#0I-
M86YY('1H86YK<RP-"E)O8F5R="!&;W=L90T*=&AE($A!34U!4DQ53D0@:&ES
M=&]R:6%N#0IO:"X@-3$W+3<X.2TV-S(Q#0I%+6UA:6PZ($AA;6UA<FQU;F1`
M=FEX82YV;WEA9V5R+FYE=`T*#0H-"BTM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+0T*#0I$871E.B!&<FDL(#(R($1E8R`Q.3DU(#$Y.C`V.C0X("TP
M-3`P#0I&<F]M.B!R;V)E<G0@9F]W;&4@/&AA;6UA<FQU;F1`=F]Y86=E<BYN
M970^#0I4;SH@8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M#0I#8SH@9VQO=V)U
M9W-`=&AE<&]R8V@N8V]M#0I3=6)J96-T.B!L;V]K:6YG(&9O<B!A(&UI;&ET
M87)Y(&UA;G5A;`T*365S<V%G92U)1#H@/#$Y.34Q,C(S,#`P-BY404$Q.3(S
M-T!V:7AA+G9O>6%G97(N;F5T/@T*#0IW;W5L9"!L:6ME('1O(&9I;F0@=&AE
M(&9O;&QO=VEN9R!M:6QI=&%R>2!M86YU86PZ#0I-:6PM2$1"2RTQ-C$-"FEF
M('EO=2!H879E('-U8V@@86X@86YI;6%L+"!A;F0@9&]N)W0@;F5E9"!I="P@
M<&QE87-E(&QE="!M92!K;F]W+"!M87EB92!W90T*8V%N('-W:6YG('-O;64@
M='EP92!O9B!S86QE(&]R/PT*=&AA;FMS#0I2;V)E<G0@1F]W;&4-"G1H92!(
M04U-05),54Y$(&AI<W1O<FEA;@T*4&@N(#4Q-RTW.#DM-C<R,0T*12UM86EL

M.B!(86UM87)L=6YD0'9I>&$N=F]Y86=E<BYN970-"@T*#0HM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@1G)I+"`R,B!$96,@,3DY
M-2`Q.3HR.#HQ,R`M,#4P,`T*1G)O;3H@<F]B97)T(&9O=VQE(#QH86UM87)L
M=6YD0'9O>6%G97(N;F5T/@T*5&\Z(&)O871A;F-H;W)S0'1H97!O<F-H+F-O
M;0T*0V,Z(&=L;W=B=6=S0'1H97!O<F-H+F-O;0T*4W5B:F5C=#H@5$U#($UU
M;'1I8V]U<&QE<B!L:6ME(&YE=R!F<SH-"DUE<W-A9V4M240Z(#PQ.3DU,3(R
M,S`P,C@N5$%!,C`Q,C-`=FEX82YV;WEA9V5R+FYE=#X-"@T*=VEL;"!S96QL
M(&UY(&QI:V4@;F5W+"!434,@06YT96YN82!-=6QT:6-O=7!L97(@;6]D96PZ
M($%-0R`V(#4O-T]5#0IW:71H(&UA;G5A;"X@<F%C:R!M;W5N="P@:&%N9&QE
M<R!S:7@@<F5C:65V97)S+"!O9F8@;VYE(&%N=&5N;F$N("!U<V5S#0IS;RTR
M,SD@8V]N;F5C=&]R<RX@9VEV97,@,R!D8B!G86EN+"!P;'5S(&YO(&]S8VEL
M871I;VX@8F5T=V5E;B!R96-I979E<G,N(`T*)#,U,"!S:&EP<&5D(`T*=&AA
M;FMS#0I2;V)E<G0@1F]W;&4-"G1H92!(04U-05),54Y$(&AI<W1O<FEA;@T*
M4&@N(#4Q-RTW.#DM-C<R,0T*12UM86EL.B!(86UM87)L=6YD0'9I>&$N=F]Y
M86=E<BYN970-"@T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2T-
M"@T*1&%T93H@1G)I+"`R,B!$96,@,3DY-2`Q.3HP.#HS."`M,#8P,"`H0U-4
M*0T*1G)O;3H@0F]B(%)O96AR:6<@/&)R;V5H<FEG0&%D;6EN+F%U<F]R82YE
M9'4^#0I4;SH@;C5O9F9`=S5D9&PN86%R82YO<F<-"D-C.B!-=6QT:7!L92!R
M96-I<&EE;G1S(&]F(&QI<W0@/&)O871A;F-H;W)S0'1H97!O<F-H+F-O;3X-
M"E-U8FIE8W0Z(%)E.B!-96UP:&ES($)E;&QE#0I-97-S86=E+4E$.B`\4&EN
M92Y53%0N,RXY,2XY-3$R,C(Q.3`W,#(N,SDX-T(M,3`P,#`P0&%D;6EN+F%U
M<F]R82YE9'4^#0H-"D]N($9R:2P@,C(@1&5C(#$Y.34@;C5O9F9`=S5D9&PN
M86%R82YO<F<@=W)O=&4Z#0H-"CX@5VAE;B`B36]T:&5R(&%N9"!#;W5N=')Y
M(B!C;VQL:61E9"!W:71H('1H92!'97)M86X@9FEG:'1E<BP@=&AE($U"(`T*
M/B!R861I;R!O<"!P=70@;W5T(&$@8V%L;"!T;R!T:&5M+B`@2&4@9V]T<R!A
M(&9E=R!S8W)E86US(&]N('9O:6-E+"`-"CX@=&AE;B!A(#$R,"!L:6YE('!E
M<B!M:6YU=&4@1D%8('-I9VYA;"P@=&AE;B!A($L@:6X@0U<N#0H-"E=E;&PL
M('!E<FAA<',@:70@=V%S(')E86QL>2!A($=E<FUA;B!(96QL<V-H<F5I8F5R
M(#HM*2!))W9E(&YE=F5R(&AE87)D#0IO;F4@;V8@=&AO<V4@;VX@=&AE(&%I
M<B!B=70@:70@<V]U;F0@82!L;W0@;&EK92!&05@N#0HW,R!A;F0@<V5A<V]N
M)W,@9W)E971I;F=S('1O(&%L;"`M(&1E($LY155)#0H-"@T*#0HM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@1G)I+"`R,B!$96,@
M,3DY-2`Q.3HR,#HS-"`M,#8P,"`H0U-4*0T*1G)O;3H@0F]B(%)O96AR:6<@
M/&)R;V5H<FEG0&%D;6EN+F%U<F]R82YE9'4^#0I4;SH@4&5T97(@1F5R<F%N
M9"`\<&9E<G)A;F1`<V-O;W0N;F5T:7,N8V]M/@T*0V,Z($UU;'1I<&QE(')E
M8VEP:65N=',@;V8@;&ES="`\8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M/@T*
M4W5B:F5C=#H@4F4Z($AE871H($QU;F-H8F]X(&]N(#@P(&]R(#0P/S_#0I-
M97-S86=E+4E$.B`\4&EN92Y53%0N,RXY,2XY-3$R,C(Q.3$X,3,N.3@T,4$M
M,3`P,#`P0&%D;6EN+F%U<F]R82YE9'4^#0H-"D]N($9R:2P@,C(@1&5C(#$Y
M.34L(%!E=&5R($9E<G)A;F0@=W)O=&4Z#0H^(#X@#0H^(#X@2&%S(&%N>6]N
M92!E=F5R(&-O;G-I9&5R960@=&%K:6YG(&$@*$I53DM%4BD@2&5A=&@@3'5N
M8VAB;W@@#0H^(#X@=')A;G-C96EV97(@86YD(&UO9&EF>6EN9R!I="!T;R!R
M=6X@;VX@;VYE(&]F('1H92!(1@T*/B`^(&AA;6)A;F1S/R!486ME(&]U="!T
M:&4@9&]U8FQE<BUT<FEP;&5R+71R:7!L97(@<V5C=&EO;BP@#0H^(#X@=7-E
M(&-O;7!O;F5N=',@9F]R(#@P;2XN+BYY;W4@=V]U;&0@=&AE;B!H879E(&%N
M(#@P;2!S=7!E<G)E9V5N#0H-"D1O;B=T(&MN;W<@86)O=70@=&AE(")L=6YC
M:&)O>"(@8G5T(&)A8VL@:6X@=&AE("<U,"=S(&]U<B!C;'5B("A&;W@-"E)I
M=F5R(%)A9&EO($QE86=U92D@:6X@075R;W)A+"!)3"X@;6%D92!A(&)U;F-H

M(&]F(")#;'5B(%-A=F5R<R(-"G=H:6-H('=E<F4@86QO;F<@=&AE('-A;64@
M;&EN92X@02!F<FEE;F0@;V8@;6EN92!D:60@8V]N=F5R="!O;F4@=&\-"F5I
M=&AE<B`Q,"!O<B`Q-2!M971E<G,@86YD(&AA9"!A(&)A;&P@=VET:"!I="X-
M"@T*0F]B+"!+.45520T*#0H-"BTM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+0T*#0I$871E.B!3870L(#(S($1E8R`Q.3DU(#$R.C,W.C,T("LQ,3`P
M#0I&<F]M.B!M;W)R:7-O0'9I9G`N;6]N87-H+F5D=2YA=2`H36]R<FES($]D
M96QL*0T*5&\Z(&)O871A;F-H;W)S0'1H97!O<F-H+F-O;0T*4W5B:F5C=#H@
M4F4Z(%)E6S)=.B!(97)T>CH@3F\A#0I-97-S86=E+4E$.B`\,3DY-3$R,C,P
M,3,W+DU!03`T-3`X0&)R86EN+G9I9G`N;6]N87-H+F5D=2YA=3X-"@T*/D%S
M($AA;FL@5F%N($-L965F('-A:60-"@T*/D]N92!P;&%C92!W:&5R92!I;G1E
M<FYA=&EO;F%L('5S86=E(&ES($Y/5"!M971R:6,@:7,@:6X@879I871I;VXN
M#0H-"E1H92!O=&AE<B!E>&%M<&QE(&]F('1H:7,@:7,@:7,@:6X@;65D:6-I
M;F4N(%=E(&UE87-U<F4@8FQO;V0@<')E<W-U<F4@:6X-"FUI;&QI;65T<F5S
M(&]F(&UE<F-U<GD@*')E9F5R<FEN9R!T;R!T:&4@0D$@;V8@8F]O9"!P<F5S
M<W5R92!M86-H:6YE<R!T:&%T#0IU<V4@;65R8W5R>2!C;VQU;6X@;6%N;VUE
M=&5R<RDN(%1H97)E('=A<R!A;B!A='1E;7!T(&$@9F5W('EE87)S(&%G;R!T
M;PT*<F5F97(@=&\@0E`@:6X@:VEL;W!A<V-A;',@;W(@<V]M92!S=6-H('1H
M:6YG(&)U="!I="!D:65D(&$@=V5L;"!D97-E<G9E9`T*<')E;6%T=7)E(&1E
M871H+@T*#0I-;W)R:7,@5DLS1$]##0IM;W)R:7-O0'9I9G`N;6]N87-H+F5D
M=2YA=0T*#0H-"BTM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+0T*#0I$
M871E.B!&<FDL(#(R($1E8R`Y-2`R,#HR,"!#4U0-"D9R;VTZ($IA:V4@2&5L
M;&)A8V@@/&MK-6AY0&%C8V5S<V-O;2YN970^#0I4;SH@8F]A=&%N8VAO<G-`
M=&AE<&]R8V@N8V]M#0I3=6)J96-T.B!(96QP(&ED96YT:69Y(&)A='1E<GD-
M"DUE<W-A9V4M240Z(#PQ.3DU,3(R,S`R,C`N54%!,34R-C1`=7)O+G1H97!O
M<F-H+F-O;3X-"@T*2&5L;&\@=&\@86QL+`T*22!H879E(&$@8F%T=&5R>2!T
M:&%T($D@=V]U;&0@;&EK92!T;R!K;F]W('1H92!O<FEG:6X@86YD('=H870@
M:70@;6%Y(&AA=F4-"F)E96X@=7-E9"!F;W(N#0H-"E1H92!D97-C<FEP=&EO
M;B!I<SH-"@T*0VQE87(@9VQA<W,@:F%R(&%B;W5T(#$@9V%L;&]N(&EN('-I
M>F4@-R(@9&EA+B!A;F0@,3`B('1A;&PN(%1H97)E(&ES(&]N;'D@80T*<VUA
M;&P@;6%R:VEN9R!O;B!T:&4@:F%R('1H870@;&]O:W,@;&EK92!A('-I9&5W
M87ES('=I<VAB;VYE('-H87!E+"!N;R!O=&AE<@T*;6%R:VEN9W,N#0H-"D-E
M<F%M:6,@=&]P('1H870@<VET<R!O;B!T:&4@=&]P(&]F('1H92!G;&%S<R!J
M87(L('1O<"!H87,@=&AE(&YA;64@(D5$25-/3B(-"F%N9"`B34%$12!)3B!5
M4T$B(&EN(')A:7-E9"!L971T97)S+@T*#0I3=7-P96YD960@9G)O;2!T:&4@
M=&]P(&%R92`U('II;F,@<&QA=&5S('=I=&@@-"!C87)B;VX@<&QA=&5S(&)E
M='=E96X@=&AE;0T*=&AA="!H879E(&-E<F%M:6,@:6YS=6QA=&]R<R!T;R!S
M97!A<F%T92!T:&4@<&QA=&5S+B!O;&%T97,@87)E(#0N-2(@=VED90T*86YD
M(#4B('1A;&PN#0H-"DEN('1H92!C96YT97(@;V8@=&AE('1O<"!I<R!A(&)R
M87-S('-T=60@=VET:"!A(&)R87-S('=I;F<@;G5T(&9O<@T*8V]N;F5C=&EO
M;B!O9B!T:&4@<&QU<R!S:61E(&]F('1H92!B871T97)Y+B!4:&5R92!I<R!A
M('-M86QL(&AO;&4@;VX@;VYE#0IE9&=E(&]F('1H92!T;W`@9F]R(&$@=VER
M92!T:&%T(&QE861S(&EN=&\@=&AE(&IA<B!T:&%T(&-O;FYE8W1S('1O('1H
M92!Z:6YC#0IP;&%T97,@9F]R('1H92!N96=A=&EV92!S:61E+@T*#0H-"E1H
M86YK<RP@2F%K92!+2S5(60T**RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK
M*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RL-"D5M86EL
M('9I83H@:VLU:'E`86-C97-S8V]M+FYE=`T*0VAE8VL@;W5T('1H92!797-T
M<VED92!!4D,@5V5B('!A9V4@870Z(`T*:'1T<#HO+W=W=RYA8V-E<W-C;VTN
M;F5T+WYK:S5H>0T*57!D871E9"!W:71H(&)O871A;F-H;W(@;&EN:W,-"BLK

M*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK*RLK
M*RLK*RLK*RLK*RLK*RLK*RLK#0H-"@T*+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM#0H-"D1A=&4Z($9R:2P@,C(@1&5C(#$Y.34@,3DZ-#`Z,30@
M+3`X,#`-"D9R;VTZ(&-B;6)E<W1`:7@N;F5T8V]M+F-O;2`H4F%Y($1E;FYI
M<R`I#0I4;SH@8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M#0I3=6)J96-T.B!!
M;GD@2&5A=&@@2$$M,30@=7-E<G,@;W5T('1H97)E/PT*365S<V%G92U)1#H@
M/#$Y.34Q,C(S,#,T,"Y404$P,#,S-T!I>#DN:7@N;F5T8V]M+F-O;3X-"@T*
M3VYE(&]F(&UY(&9A=F]R:71E('!I96-E<R!O9B!E<75I<&UE;G0@:7,@82!(
M96%T:"!(02TQ-"!L:6YE87(@#0IA;7!L:69I97(N("!)="!W87,@86-T=6%L
M;'D@<V]L9"!A<R!A(&UO8FEL92!A;7!L:69I97(@8G5T('1H97)E('=A<R!A
M;B`-"D%#('!O=V5R('-U<'!L>2!A=F%I;&%B;&4@=&]O+B`@5&AE(&-I<F-U
M:70@:7,@=F5R>2!S:6UI;&%R('1O('1H92`-"E-"+3(P,"!A;F0@=&AE(&%M
M<"!I='-E;&8@:7,@86)O=70@=&AE('-I>F4@;V8@82!L87)G92!B;V]K+B`@
M4F5A;"`-"F-U=&4A("!)(&%M('-T:6QL('5S:6YG(&UI;F4M+7=O=6QD;B=T
M(&=I=F4@:70@=7`@9F]R(&%N>71H:6YG+@T*#0I)<R!A;GEO;F4@96QS92!U
M<VEN9R!O;F4L(&]R(&1O('EO=2!H879E('-O;64@<W1O<FEE<R!T;R!S:&%R
M92!A8F]U="`-"G1H92!(02TQ-#\-"@T*4F%Y(%<P1%$-"@T*+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM#0H-"D1A=&4Z($9R:2P@,C(@1&5C(#$Y
M.34@,C(Z-#<Z,S0@+3`V,#`@*$-35"D-"D9R;VTZ($9I<F4@0F]T=&QE(&%R
M8VAI=F4@:&%N9&QE<B`\9FER96)O=&Q`:F%C:V%T86LN=&AE<&]R8V@N8V]M
M/@T*5&\Z(&)O871A;F-H;W)S0'1H97!O<F-H+F-O;0T*4W5B:F5C=#H@37D@
M=VES:"!F;W(@=&AE($YE=R!996%R+BXN#0I-97-S86=E+4E$.B`@/#DU,3(R
M,C(R-#<N86$P.3(U-D!J86-K871A:RYT:&5P;W)C:"YC;VT^#0H-"FES('1H
M870@979E<GEO;F4@<VAO=R!M;W)E(&-O;G-I9&5R871I;VX@9F]R(&5V97)Y
M;VYE(&]N('1H92!L:7-T+BXN#0H-"E1H:7,@:&%S(&)E96X@82!W;VYD97)F
M=6P@97AP97)I96YC92P@86YD('1H:7,@;&ES="!I<R!A(&UA<G9E;&]U<R`-
M"G!L86-E(&9O<B!M92!T;R!H86YG(&]U="!A;F0@96YJ;WD@=&AE(&-O;7!A
M;GD@;V8@9F]L:W,@=VAO(&5N:F]Y('1H92`-"G-A;64@=&AI;F=S+@T*#0I,
M970@=7,@=&%K92!T:&4@=&EM92!T;R!E9&ET(&1O=VX@=&AE('1E>'0@=V4@
M:6YC;'5D92X@1F]R('1H92!M;VUE;G0L(`T*22=D(&QI:V4@=&\@;W9E<FQO
M;VL@=&AE(&]B=FEO=7,@8F%N9'=I9'1H(&QO9VEC(&9O<B!T:&ES+"!A;F0@
M<&]I;G0@#0IO=70@=&AE(")I;G1E;&QE8W1U86PB(&EN=F5S=&UE;G0@=V4@
M86QL('-H;W5L9"!M86ME.B!I9B!Y;W4@8V%N)W0@8F4@#0IB;W1H97)E9"!T
M;R!E9&ET('1H92!S=6)M:7-S:6]N+"!A;F0@<F5M;W9E('1H92!T97AT('1H
M870@:7-N)W0@#0IR96QA=&5D('1O('=H870@>6]U(&%R92!P;W-T:6YG("A7
M3U)35"!03U-324),13H@5VAY(&EN8VQU9&4@=&AE(`T*:&5A9&5R<R!F<F]M
M(&%N;W1H97(@<&]S=#\@3W(L('1H92`N<VEG(&)L;V-K(&%T('1H92!E;F0I
M('-O('=H870@=V4@#0IH879E(')E<')E<V5N=',@82!.970@061D:71I;VX@
M=&\@=&AE(&QI<W0N+BX-"@T*3&5T)W,@86QL('1R>2!T;R!T<F5A="!E86-H
M(&]T:&5R('=I=&@@<F5S<&5C="!A;F0@9&EG;FET>2P@86YD(&YO="`-"G!O
M:6YT(&9I;F=E<G,L(&-A;&P@96%C:"!O=&AE<B!N86UE<RP@;W(@9&ES<&QA
M>2!O=7(@9F%N871I8V%L(`T*<&%R;V-H:6%L:7-M+"!N;W0@;6%T=&5R(&AO
M=R!W96QL+7!L86-E9"!I="!M:6=H="!B92XN+B`[7BD-"@T*3&5T)W,@;6%K
M92!O=7(@<W5B;6ES<VEO;G,@=&\@=&AE(&QI<W0@=V]R=&@@<F5A9&EN9RP@
M961I="!F;W(@#0IC;&%R:71Y+"!A;F0@:6YC;'5D92!O;FQY('1H92!T97AT
M(&9R;VT@82!P<F5V:6]U<R!P;W-T('1H870@:7,@#0I215%525)%1"!T;R!M
M86ME('EO=7(@<&]I;G0N+BX@=&AE<F4@:7,@;F\@*F=O;V0J(&5X8W5S92P@
M<V%V92`-"FQA>FEN97-S(&]R(&QA8VL@;V8@8V]N<VED97)A=&EO;B!O9B!T

M:&4@<F5S="!O9B!T:&4@;&ES="P@9F]R(`T*:6YC;'5D:6YG(&%L;"!O9B!A
M('!R979I;W5S('!O<W0@=VET:"!A(")-92P@=&]O(2(@8V]M;65N="XN+B!M
M86ME(`T*=&AA="!O;F4@=&\@>6]U<B!M;VYI=&]R(&%N9"!S879E('1H92!L
M:7-T(&9R;VT@<W5C:"!B86YA;"!R96UA<FMS+BXN#0H-"E-O+"!))VT@;F]T
M(')E86P@9W)E961Y+"!A;F0@22!D;VXG="!E>'!E8W0@86QL('1H97-E('1H
M:6YG<RP@<V\L($DG;&P@#0IS971T;&4@9F]R('1W;R!O=71T82!T:')E92$@
M.UXI#0H-"DAA<'!Y($AO;&ED87ES+"!Y82=L;"!A;F0@82!V97)Y($AA<'!Y
M(&%N9"!0<F]S<&5R;W5S($YE=R!996%R('1O($%L;"$-"BTM#0HW,PT*2F%C
M:RP@5S104%OO36]B:6QE("@W-4T@4U-"(#(M;&5T=&5R(%=!4R`C,38U-R\C
M,3<X.2`M+2!B;W1H(&%L;"!M;V)I;&4A(#M>*0T*("`@("`@("`@("`@+2`M
M("T@0F]A=$%N8VAO<B!-86EL:6YG($QI<W0@07)C:&EV97(O3W=N97(@+2`M
M("T-"F9I<F5B;W1L0&IA8VMA=&%K+G1H97!O<F-H+F-O;2`@("`@+2TM+2`@
M("!L:7-T;W=N0&IA8VMA=&%K+G1H97!O<F-H+F-O;0T*#0H-"BTM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+0T*#0I$871E.B!3870L(#(S($1E8R`Q
M.3DU(#`P.C`X.C$Q("TP-3`P#0I&<F]M.B!R;V)E<G0@9F]W;&4@/&AA;6UA
M<FQU;F1`=F]Y86=E<BYN970^#0I4;SH@8F]A=&%N8VAO<G-`=&AE<&]R8V@N
M8V]M#0I#8SH@9VQO=V)U9W-`=&AE<&]R8V@N8V]M#0I3=6)J96-T.B!!<W1A
M:6,@;6]D96P@-S<@:6YF;SH@('1H86YK<R!T;R!A;&P-"DUE<W-A9V4M240Z
M(#PQ.3DU,3(R,S`U,#@N04%!,#$W,#-`=FEX82YV;WEA9V5R+FYE=#X-"@T*
M5&AA;FL@>6]U('1O;R!A;&P@=VAO('-E;G0@:6YF;RXN($D@;F]W(&MN;W<@
M;6]R92!T:&%N(&D@9&ED+@T*4F]B97)T($9O=VQE#0IT:&4@2$%-34%23%5.
M1"!H:7-T;W)I86X-"E!H+B`U,3<M-S@Y+38W,C$-"D4M;6%I;#H@2&%M;6%R
M;'5N9$!V:7AA+G9O>6%G97(N;F5T#0H-"@T*+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM#0H-"D1A=&4Z(#(S($1E8R`Y-2`P-#HS-CHT-"!%4U0-
M"D9R;VTZ($)I;&P@365A<F$@/#<T-3,W+C$Q,#!`8V]M<'5S97)V92YC;VT^
M#0I4;SH@;75L=&EP;&4@<F5C:7!I96YT<R`\8F]A=&%N8VAO<G-`=&AE<&]R
M8V@N8V]M/@T*4W5B:F5C=#H@.#`@;65T97(@;'5N8VAB;WAE<R$-"DUE<W-A
M9V4M240Z(#PY-3$R,C,P.3,V-#1?-S0U,S<N,3$P,%]%2$@R-RTR0$-O;7!U
M4V5R=F4N0T]-/@T*#0I9;W4@:VYO=RP@22!H879E(&$@8V]U<&QE(&]F($AE
M871H($QU;F-H8F]X97,@<VET=&EN9R!H97)E+B`@5&AE>2!W97)E('%U:65T
M;'D-"FUI;F1I;F<@=&AE:7(@;W=N(&)U<VEN97-S+"!U;G1I;"!42$%4($U%
M4U-!1T4@(&9R;VT@06YD>2!C86UE('1H<F]U9V@N("!.;W<-"G1H97D@<V5E
M;65D(&1E<W1I;F5D('1O(&5N9"!T:&5I<B!L:79E<R!O;B`X,"!M971E<G,N
M("!'<F5A="!I9&5A($%N9'DL(&)U="!Y;W5R#0IS=6=G97-T:6]N(&ES('-U
M<F4@=&\@('!R;W9I9&4@;&]T<R!O9B!N97<@;6%T97)I86P@9F]R('1H92`B
M0V]N9F5S<VEO;G,B#0IT:')E860A("`@#0HW,R`@9G)O;2!":6QL("!.,D-1
M4B](23@@("`W-#4S-RXQ,3`P0&-O;7!U<V5R=F4N8V]M(`T*4V]O;B!T;R!B
M92!R=6YN:6YG(&%N(#@P(&UE=&5R($%-(&QU;F-H8F]X(2`-"@T*#0HM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@,C,@1&5C(#DU
M(#`T.C,V.C,X($535`T*1G)O;3H@0FEL;"!-96%R82`\-S0U,S<N,3$P,$!C
M;VUP=7-E<G9E+F-O;3X-"E1O.B!M=6QT:7!L92!R96-I<&EE;G1S(#QB;V%T
M86YC:&]R<T!T:&5P;W)C:"YC;VT^#0I3=6)J96-T.B!32TX@<FEG#0I-97-S
M86=E+4E$.B`\.34Q,C(S,#DS-C,X7S<T-3,W+C$Q,#!?14A(,C<M,4!#;VUP
M=5-E<G9E+D-/33X-"@T*2F5F9B`M($DG;2!A;&UO<W0@96UB87)R87-S960@
M=&\@<V%Y('1H870@;7D@4TM.(')I9R!B92!M>2!R96=U;&%R(')I9R$@($1R
M86ME#0HR+4(L($A4+3,W(&%N9"!T:&4@;W)D:6YA<GD@<W1R86EG:'0@:V5Y
M('1H870@22!N;W)M86QL>2!U<V4A("`@3&%S="!Y96%R($D@;6%D90T*;VYE
M(&-O;G1A8W0@=VET:"!A;B!(5RTX(&%N9"!A(&1I<&]L92!F<F]M(&9R:6=I

M9"!.62!S=&%T92X@#0I4:&ES('EE87(@22=L;"!B92!I;B!F<F]N="!O9B!B
M;V%T86YC:&]R<RP@8G5T(&EN(%-A;G1O($1O;6EN9V\@22!H879E(&YO(&YE
M960-"F9O<B!"02!S:&%C:R!H96%T:6YG(2`@2&]P92!T;R!W;W)K('EO=2!O
M;B!32TXN("`-"C<S(2`@0FEL;"`@3C)#45(O2$DX#0HW-#4S-RXQ,3`P0&-O
M;7!U<V5R=F4N8V]M(`T*4V%N=&\@1&]M:6YG;RP@1&]M:6YI8V%N(%)E<'5B
M;&EC(`T*4G5N;FEN9SH@2%0M,S<L(#(M0BP@2%<M,3`Q+"!(42TQ,#`@*'=I
M=&@@4U`M-C`P#0IA;F0@4U@M-#,@87=A:71I;F<@<F5P86ER<RD-"@T*#0HM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@,C,@1&5C
M(#DU(#`U.C`Q.C,R($535`T*1G)O;3H@0FEL;"!-96%R82`\-S0U,S<N,3$P
M,$!C;VUP=7-E<G9E+F-O;3X-"E1O.B!M=6QT:7!L92!R96-I<&EE;G1S(#QB
M;V%T86YC:&]R<T!T:&5P;W)C:"YC;VT^#0I3=6)J96-T.B!(42TQ,#`@<&%R
M=',-"DUE<W-A9V4M240Z(#PY-3$R,C,Q,#`Q,S)?-S0U,S<N,3$P,%]%2$@U
M-"TQ0$-O;7!U4V5R=F4N0T]-/@T*#0I*;VAN.B`@22!G;W0@=&AE(&]R:6=I
M;F%L(&UA;G5A;"!W96X@22!B;W5G:'0@;7D@2%$M,3`P(&%T(&$@1&]M:6YI
M8V%N(&AA;69E<W0@80T*9F5W('EE87)S(&%G;RX@(%1H92!M86YU86P@:&%S
M(&AE;&0@=&]G971H97(@=F5R>2!W96QL("AE<W!E8VEA;&QY(&-O;G-I9&5R
M:6YG#0IT:&%T(&ET('!A<W-E9"!A;&P@=&AE<V4@>65A<G,@:6X@=&AE('1H
M92!T<F]P:6-S(2D@86YD(&QO;VMS(&=R96%T('-I='1I;F<@;F5X=`T*=&\@
M=&AE(')A9&EO+B!,;W1S(&]F(&YE870@86YN;W1A=&EO;G,@8GD@<')E=FEO
M=7,@;W=N97)S+B`@66]U(&=E="!A('-E;G-E(&]F#0IW:&%T('1H97D@=V5R
M92!L:7-T96YI;F<@=&\N("!)(&-O=6QD('-E;F0@>6]U(&$@8V]P>2!O9B!T
M:&4@<V-H96UA=&EC(&%N9"!A;GD-"F]T:&5R(&EN9F\@>6]U(&YE960N("!,
M970@;64@:VYO=RX@("`-"C<S(2`@0FEL;"`@3C)#45(O2$DX#0HW-#4S-RXQ
M,3`P0&-O;7!U<V5R=F4N8V]M(`T*4V%N=&\@1&]M:6YG;RP@1&]M:6YI8V%N
M(%)E<'5B;&EC(`T*4G5N;FEN9SH@2%0M,S<L(#(M0BP@2%<M,3`Q+"!(42TQ
M,#`@*'=I=&@@4U`M-C`P#0IA;F0@4U@M-#,@87=A:71I;F<@<F5P86ER<RD-
M"@T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@
M4V%T+"`R,R!$96,@,3DY-2`P-#HP-#HQ,"`M,#8P,`T*1G)O;3H@0FEL;"!3
M;W)S8GD@/&)I;&PN<V]R<V)Y0&1L97`Q+FET9RYT:2YC;VT^#0I4;SH@8F]A
M=&%N8VAO<G-`=&AE<&]R8V@N8V]M#0I3=6)J96-T.B!.871I;VYA;"!#;VUP
M86YY(%1R86YS;6ET=&5R#0I-97-S86=E+4E$.B`\,3DY-3$R,C,Q,#`T+D5!
M03$T-S,X0&1L97`Q+FET9RYT:2YC;VT^#0H-"D=R965T:6YG<R!";V%T06YC
M:&]R:71E<SL-"@T*02!N=6UB97(@;V8@=&EM97,@;VX@=&AE(&QI<W0@22=V
M92!S965N(')E9F5R96YC92!T;R!T:&4@9F%C="!T:&%T($YA=&EO;F%L#0ID
M:60@;F]T(&UA:V4@=')A;G-M:71T97)S+B`@1&5C96UB97(@,3DS."!14U0L
M(&AO=V5V97(L(&-A<G)I97,@82!F=6QL('!A9V4-"F%D(&9O<B!A("(V,#`@
M=V%T="(@3F%T:6]N86P@0V]M<&%N>2!T<F%N<VUI='1E<BX@5&AI<R!T<F%N
M<VUI='1E<B!C;VYS:7-T<PT*;V8@-2!R86-K(&UO=6YT(&%S<V5M8FQI97,@
M=VAI8V@@87)E('-H;W=N(&EN(&$@<F%C:R!S=&%N9&EN9R!A8F]U="`V(&9E
M970-"FAI9V@N("!497AT(&]F('1H92!A9"!I<R!A<R!F;VQL;W=S.@T*#0HB
M5&AE($YA=&EO;F%L(#8P,"UW871T(%1R86YS;6ET=&5R(&ES('-O('1H;W)O
M=6=H;'D@96YG:6YE97)E9"!T:&%T('1H90T*;F5W8V]M97(@8V%N('!R;V-E
M960@=VET:"!C;VYF:61E;F-E+"!Y970@=&AE('5N:71S(&%R92!S;R!F;&5X
M:6)L92!T:&%T#0IT:&5Y(&%L;&]W('1H92!C;VYS=')U8W1O<B!A;&UO<W0@
M8V]M<&QE=&4@9G)E961O;2!I;B!B=6EL9&EN9R!T;R!S=6ET(&AI<PT*;W=N
M('!A<G1I8W5L87(@<F5Q=6ER96UE;G1S+B`@5&AE(&)A<VES(&]F('1H92`V
M,#`M=V%T="!4<F%N<VUI='1E<B!I<R!T:&4-"G-E="!O9B!&;W5N9&%T:6]N
M(%5N:71S+"!P86YE;',@86YD(&-H87-S:7,@8V]M<&QE=&5L>2!F:6YI<VAE

M9"!A;F0@<F5A9'D-"F9O<B!A<W-E;6)L>2P@<W5P<&QI96O@=VET:"!T:&4@
M;F5C97-S87)Y('-P96-I86P@<&%R=',@86YD(&AA<F1W87)E+B`@5&AE#0IP
M;W=E<B!S=7!P;'D@86YD(&UO9'5L871O<B!C:&%S<VES(&%R92!P=6YC:&5D
M('1O(')E8V5I=F4@<W1A;F1A<F0-"E1H;W)D87)S;VX@0TA4('5N:71S+"!C
M;VUB:6YI;F<@8V]N=F5N:65N8V4@86YD(')E;&EA8FEL:71Y(&%T(&QO=R!C
M;W-T+@T*36]R92!C;VUP;&5T92!I;F9O<FUA=&EO;B!O;B!T:&ES(&5F9FEC
M:65N="!A;F0@96-O;F]M:6-A;"!T<F%N<VUI='1E<B!W:6QL#0IB92!F;W5N
M9"!I;B!T:&4@3F%T:6]N86P@(C8P,"UW871T(%1R86YS;6ET=&5R(B!";V]K
M;&5T+"!N97=L>2!R979I<V5D+"!A;F0-"FEN('1H92!.871I;VYA;"!#871A
M;&]G=64L(&)O=&@@879A:6QA8FQE(&9R;VT@>6]U<B!D96%L97(N(B`-"@T*
M3V)V:6]U<VQY+"!T:&ES(&ET96T@=V]U;&0@8F4@82!M=7-T+6AA=F4@9F]R
M(&%N>2!S97)I;W5S($YA=&EO;F%L#0IC;VQL96-T;W(A("!(;6UM+BXN+"!W
M;VYD97(@:&]W(&UA;GD@=V5R92!M861E+@T*#0I!;GEB;V1Y(&5V97(@<G5N
M(&%C<F]S<R!A($IO:&YS;VX@<F5C96EV97(_#0H-"E)E9V%R9',L#0I":6QL
M(%-O<G-B>2P@3C5"52`@("`@("`@(&)I;&PN<V]R<V)Y0&1L97`Q+FET9RYT
M:2YC;VT-"@T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*
M1&%T93H@4V%T+"`R,R!$96,@,3DY-2`P-#HT.3HU-B`M,#8P,`T*1G)O;3H@
M9F=I;&UO<F5`=V]O9'1E8V@N8V]M#0I4;SH@:W,P9D!B87-I8RYN97OL($UU
M;'1I<&QE(')E8VEP:65N=',@;V8@;&ES="`\8F]A=&%N8VAO<G-`=&AE<&]R
M8V@N8V]M/@T*4W5B:F5C=#H@4F4Z(%5P<&5R(&-A<V4L5FEK:6YG($EN=F%D
M97)S+$A23R!C;VEL<RP@4TM.#0I-97-S86=E+4E$.B`\,3DY-3$R,C,Q,#0Y
M+D5!03$Y,3@Q0&=X;"YW;V]D=&5C:"YC;VT^#0H-"E=H96X@22!W87,@=V]R
M:VEN9R!F;W(@=&AE($%24DP@86YD('!U='1I;F<@:6X@<V]M92!T:6UE(&%S
M(&%N(&]P(&%T(#%!5R!W92!U<V5D(`T*0U<@;6EL;',@=&AA="!W97)E('5P
M<&5R(&-A<V4@;VYL>2X@($QA=&5R('-A=R!M;W)E(&]F('1H96T@:6X@;7D@
M96%R;'D@9&%Y<R!A<R`-"F$@<&]L:6-E(')A9&EO(&]P97)A=&]R(&)E9F]R
M92!)('=E;G0@;VX@=&AE(')O860N("!#;VYV96YI96YT+@T*#0HW,RP-"@T*
M1G)A;FL@2S!*4$H@97@M5S505E@@+BXN+2XM#0H-"BTM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+0T*#0I$871E.B!3870L(#(S($1E8R`Q.3DU(#`W
M.C0S.C,Y("TP-C`P#0I&<F]M.B!":6QL(%-O<G-B>2`\8FEL;"YS;W)S8GE`
M9&QE<#$N:71G+G1I+F-O;3X-"E1O.B!B;V%T86YC:&]R<T!T:&5P;W)C:"YC
M;VT-"E-U8FIE8W0Z($AA;&QI8W)A9G1E<B=S($-H<FES=&UA<R!-97-S86=E
M#0I-97-S86=E+4E$.B`\,3DY-3$R,C,Q,S0S+DA!03$W.#0Q0&1L97`Q+FET
M9RYT:2YC;VT^#0H-"@T*#0I(97)E(&ES($AA;&QI8W)A9G1E<B=S('1W;R!P
M86=E($-H<FES=&UA<R!A9"!F<F]M($IA;G5A<GD@,3DT,"!14U0Z#0H-"B)*
M=7-T(&9I=F4@>65A<G,@86=O('1H:7,@;6]N=&@L('1H92!F:7)S="!(86QL
M:6-R869T97)S(&%D=F5R=&ES96UE;G0-"F%P<&5A<F5D(&EN(%%35"X@(%=I
M=&@@=&AE('!R;V1U8W1I;VX@;V8@=&AA="!O<FEG:6YA;"!3+3$@;6]D96PL
M('=E(&IO:6YE9`T*86X@875G=7-T(&-O;7!A;GD@;V8@8G5I;&1E<G,@;V8@
M8V]M;75N:6-A=&EO;G,@97%U:7!M96YT+B`@5&AE>2!H879E(&)E96X-"F9I
M;F4L(&-L96%N(&-O;7!E=&ET;W)S('=I=&@@82!S=&%N9&%R9"!O9B!E=&AI
M8W,@8V]M;65N<W5R871E('=I=&@@=&AE#0ID:6=N:71Y(&]F('1H92!A;6%T
M975R(&9R871E<FYI='DN#0H-"D%L(%)E861Y+"!O=VYE<B!O9B!T:&4@3F%T
M:6]N86P@0V]M<&%N>2P@=V4@:&%V92!K;F]W;B!F;W(@>65A<G,N("!,;&]Y
M9`T*2&%M;6%R;'5N9"!I<R!S=&EL;"!O;F4@;W(@;W5R(&)E<W0@9G)I96YD
M<RX@($%N9"!I="!H87,@8F5E;B!G;V]D('1O('-E90T*2FEM($UI;&QE;B!S
M=&%R="!O=70@;VX@:&ES(&]W;BX@($YO(&]N92!W:7-H97,@:&EM(&UO<F4@
M9V]O9"!S86EL:6YG('1H86X-"G=E(&1O+@T*#0I%+D<N(%-H86QK:&%U<V5R

M(&%N9"!2=7-S96QL(%!L86YC:R!L875N8VAE9"!2344@<VAO<G1L>2!B969O
M<F4@=V4@96YT97)E9`T*=&AE(&9I96QD+B`@5&AE>2!H879E(&)E96X@82!R
M96%L('-U8V-E<W,L(&%N9"!W92!A<F4@:&%P<'D@=&\@<V5E(&ET+B`@5&\-
M"G1H92!O=&AE<G,L('1O;RP@=VAO(&AA=F4@96YD96%V;W)E9"!S=6-C97-S
M9G5L;'D@=&\@8G5I;&0@97%U:7!M96YT('1O('EO=7(-"G!R96-I<V4@<F5Q
M=6ER96UE;G1S+"!W92!H;W!E('1H97D@:&%V92!F;W5N9"!A(&9A=F]R86)L
M92`H=6YR96%D86)L92DN#0H-"D%L;"!T;V=E=&AE<BP@=V4@:&%V92!C;VYS
M=&%N=&QY(&5N9&5A=F]R960@=&\@:6YC<F5A<V4@=&AE(&5F9FEC:65N8WD@
M;V8-"F%M871E=7(@87!P87)A='5S(&%N9"!T;R!I;7!R;W9E(&5L96-T<FEC
M86P@86YD(&UE8VAA;FEC86P@=&]L97)A;F-E<RX@(`T*#0I4:&4@<')O9W)E
M<W,@:6X@=&AE<V4@;&%S="!F:79E('EE87)S(&AA<R!B965N('!H96YO;65N
M86PN(%1H92!A<G0@;V8-"F-O;6UU;FEC871I;VYS(&AA<R!B965N(&-O;G-T
M86YT;'D@<VEM<&QI9FEE9"!B>2!S=6-H(&EM<')O=F5M96YT<R!A<PT*8F%N
M9"US=VET8VAI;F<@:6X@8F]T:"!R96-E:79E<G,@86YD('1R86YS;6ET=&5R
M<SL@=&AE(&EN8VQU<VEO;B!O9B!P;W=E<@T*<W5P<&QI97,@:6X@<F5C96EV
M97)S.R!A;F0@<W1R:6-T97(@861H97)E;F-E('1O(&9U;F-T:6]N86P@9&5S
M:6=N+B`@5&AE#0IN97=E<B!T=6)E<R!H879E(&UA9&4@<F5M87)K86)L92!T
M:&EN9W,@<&]S<VEB;&4@+2T@<F5C96EV97)S(&%R92!M;W)E#0IE9F9I8VEE
M;G0@86YD(&UO<F4@8V]M<&%C="`M+2!T:&4@<VEZ92!O9B!A('1R86YS;6ET
M=&5R(&AA<R!B965N(&-U="!A;&UO<W0-"FEN(&AA;&8A#0H-"D$@=VAO;&4@
M<W1A=&EO;B!N;W<@<VET<R!O;B!A('-I;F=L92!D97-K("TM(&%N9"!B;&%S
M=',@:71S('=A>2!A<F]U;F0@=&AE#0IW;W)L9"X@($%N9"!A;'=A>7,@=&AE
M(&-O<W1S(&AA=F4@8F5E;B!L;W=E<B!A;F0@;&]W97(N#0H-"DYO(&]N92!K
M;F]W<R!W:&%T('1H92!N97AT(&9I=F4@>65A<G,@=VEL;"!B<FEN9R!I;B!T
M96-H;FEC86P@9&5V96QO<&UE;G1S+@T*4V]M92!O9B!U<R!H879E('9I<VEO
M;G,L(&%N9"!T:&4@9FEN97-T(&5N9VEN965R<R!I;B!T:&4@=V]R;&0@87)E
M(&)U<FYI;F<-"G1H92!L86)O<F%T;W)Y(&QI9VAT<R!F87(@:6YT;R!T:&4@
M;FEG:'0@=&\@;6%K92!T:&]S92!D<F5A;7,@<')A8W1I8V%L+@T*#0I9;W4@
M:&%V92!B965N(&UI9VAT>2!N:6-E('1O('5S('1H97-E('!A<W0@9FEV92!Y
M96%R<R!A;F0@=V4@:&]P92!T;R!P87D@>6]U#0IB86-K('=I=&@@8F5T=&5R
M(&%N9"!B971T97(@97%U:7!M96YT+B`@26X@=&AE(&UE86X@=&EM92P@82!-
M97)R>2!#:')I<W1M87,N#0H-"B`@("`@("`@("`@("`@("`@("!T:&4@
M2$%,3$E#4D%&5$524R!I;F,N#0H@("`@("`@("`@("`@("`@("`@("`@
M0VAI8V%G;RP@(%4N4RY!#0H@("`B5T]23$0G4R!,05)'15-4($)524Q$15)3
M($]&($%-051%55(@0T]-355.24-!5$E/3E,@15%525!-14Y4(@T*#0H-"E)E
M9V%R9',L#0I":6QL(%-O<G-B>2P@3C5"52`@("`@("`@(&)I;&PN<V]R<V)Y
M0&1L97`Q+FET9RYT:2YC;VT-"@T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2T-"@T*1&%T93H@4V%T+"`R,R!$96,@.34@,#,Z,#$Z-34@550-
M"D9R;VTZ(")!;&QA;B!&<FET<V-H92(@/&9R:71S8VAE0&US;BYC;VT^#0I4
M;SH@8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M#0I3=6)J96-T.B!#86QI(%1U
M8F4@9F]R(&$@4U@M,3`Q#0I-97-S86=E+4E$.B`\55!-04E,,#,N,3DY-3$R
M,C,Q-3`P-#,P.3DR0&US;BYC;VT^#0H-"@T*#0I!;GEB;V1Y(&=O="!A('-P
M87)E(#$P,$M#('1U8F4@9F]R(&$@4U@M,3`Q(&]R(&-A;B!T96QL(&UE('=H
M97)E('1O(&=E="!O;F4N#0IF<FET<V-H94!M<VXN8V]M#0IA='1M86EL(69R
M:71S8VAE#0H-"BTM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+0T*#0I$
M871E.B`R,R!$96,@.34@,3`Z-#`Z,#(@15-4#0I&<F]M.B!$879E(%-T:6YS
M;VX@/#<R,C(W+C$V-#!`8V]M<'5S97)V92YC;VT^#0I4;SH@/$)/051!3D-(
M3U)30'1H97!O<F-H+F-O;3X-"E-U8FIE8W0Z($YO($1E8V]D97,@4&QE87-E

M#0I-97-S86=E+4E$.B`\.34Q,C(S,34T,#`R7S<R,C(W+C$V-#!?14A--3<M
M,4!#;VUP=5-E<G9E+D-/33X-"@T*22`@87!P<F5C:6%T92!I;G!U="!F<F]M
M('1H92!P96]P;&4@:&5R92X@(`T*270@=&%K97,@=V]R:R!A;F0@=&5A8VAE
M<R!M92!S;VUE=&AI;F<N#0I(;W=E=F5R+"!P;W-T:6YG(&%N>71H:6YG('1H
M870@;75S="!B90T*9&5C;V1E9"!I<R!T:&4@<75I8VME<W0@=V%Y($D@:VYO
M=R!T;PT*8F4@:6=N;W)E9"X@($EF(&ET)W,@=&AA="!L;VYG+"`@<V5N9"`-
M"FET(&%S(&$@9FEL92!T;R!T:&4@87)C:&EV97,N#0I)("!D;VXG="!M96%N
M('1O(&)E(&AA<G-H(&]R(&9L86UI;F<L#0I)(&IU<W0@9&]N)W0@=V%N="!T
M;R`@<V5E(&%N>6]N92!G;PT*=&\@86QL('1H870@=V]R:R!T<GEI;F<@=&\@
M8V]N=')I8G5T90T*:G5S="!T;R!B92!I9VYO<F5D+@T*-S,@1$4@1&%V92!!
M0C53+S<-"@T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*
M1&%T93H@4V%T+"`R,R!$96,@,3DY-2`Q,CHQ,CHT."`M,#4P,"`H15-4*0T*
M1G)O;3H@(E)O8F5R=&$@2BX@0F%R;6]R92(@/')B87)M;W)E0&EN9'DN;F5T
M/@T*5&\Z($IA8W%U96QI;F4@2&5R;6%N(#QJ:&5R;6%N0'-I97)R82YN970^
M#0I3=6)J96-T.B!293H@4TM..B!7:&%T8VAA(&=O;FYA('5S93\-"DUE<W-A
M9V4M240Z(#Q0:6YE+C,N.#DN.34Q,C(S,3(U."Y!,3(W.#8M,#$P,#`P,$!I
M;F1Y,3X-"@T*#0I(:2$-"@T*("`@2"=M;6TN+BXJ:68J($D@8V%N('-O;65H
M;W<@<W1E86P@=&EM92!T;R!G970@;VX@=&AE(&%I<B`H=6YL:6ME;'DI+"`-
M"FET)VQL(&)E(&5I=&AE<B!T:&4@2%)/+34@86YD('!L=6<M:6XM8V]I;"`G
M4VAI9G1E<B!O;B`T,"!O<B`X,"P@;W(@22`-"G-H86QL('1A:V4@=&AE($A7
M+3D@;W5T(&]F(&UO=&AB86QL<R!A;F0@<V5E(&EF(&ET(&1O97,@86YY=&AI
M;F<N("`-"B`@(%1H92!K97D_("!/:"P@9&5A<B$@($5I=&AE<B!T:&4@:&]M
M96)R97<@:&]L;&]W(&)R87-S('-P96-I86P@*'=H:6-H($D@#0IA;2!O=VEN
M9R!";V%T86YC:&]R($)O8B!T:&4@9')A=VEN9W,@)B!P:7@@;V8I+"!T:&4@
M<F5C96YT;'D@8VQE86YE9"UU<"`-"DHM,S@L(&]R('1H92!E;F-L;W-E9"!7
M5R!)22!A:7)P;&%N92!O<B!S=6(@:V5Y+B`@36%Y8F4@86QL('1H<F5E(0T*
M#0H@("`W,RP-"B`@("TM0F]B8FD-"@T*+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM#0H-"D1A=&4Z(%-A="P@,C,@1&5C(#$Y.34@,3(Z-34Z-30@
M+3`U,#`@*$535"D-"D9R;VTZ(")2;V)E<G1A($HN($)A<FUO<F4B(#QR8F%R
M;6]R94!I;F1Y+FYE=#X-"E1O.B!"02`\8F]A=&%N8VAO<G-`5&AE4&]R8V@N
M8V]M/@T*4W5B:F5C=#H@3F]W(&ET(&-A;B!B92!T;VQD#0I-97-S86=E+4E$
M.B`\4&EN92XS+C@Y+CDU,3(R,S$R-34N0C$R-S@V+3`Q,#`P,#!`:6YD>3$^
M#0H-"@T*2&DA#0H-"B`@($%N(&EN=&5R97-T:6YG('-T;W)Y('1O('-H87)E
M+"!B=70@=&AE<F4G<R!A(&-A=&-H.B!I="`J;75S="H@*FYO="H@9V\@#0IA
M;GD@9F%R=&AE<B!T:&%N('1H92!"02UL:7-T+@T*("`@22!M96%N(&ET+2U0
M3$5!4T4@9&]N)W0@86YY8F]D>2!P;W-T(&ET('1O(&$@57-E;F5T($YE=W-G
M<F]U<"P@86YO=&AE<B`-"FUA:6QI;F<@;&ES="P@;W(@=&%L:R!A8F]U="!I
M="!O;B!T:&4@86ER+B`@*$IE9F8@2"XL($D@:VYO=R!T:&ES(&=R96%T(`T*
M<F5C+G)A9&EO+F)R;V%D8V%S="!F;V1D97(L(&)U="!N;W0@<FEG:'0@;F]W
M+"!P;&5A<V4A*0T*#0H@("!296UE;6)E<B!T:&4@=')A;G-M:71T97(@9FER
M92!W92!H860@870@=V]R:RP@86YD('1H92!W965K(&]F('-E<FEO=7,@#0IF
M:7AI;F<@=&AA="!F;VQL;W=E9#\@($%L;VYG(&%B;W5T('1H92!F:7)S="!W
M965K(&]F($1E8V5M8F5R+"!I="!G;W0@#0IA;F]T:&5R(&-H87!T97(Z('1H
M92!C87!A8VET;W)S('1H870@8G5R;F5D('5P('1U<FYE9"!O=70@=&\@:6X@
M9F%C="!B92`-"E!#0B!T>7!E<RX-"B`@(%1H97D@=V5R92!V97)Y('-M86QL
M+"!A;F0@;VYL>2!S:7@@;V8@)V5M(&%C='5A;&QY(&]P96YE9"!U<"!A;F0@
M#0IB;VEL960@9')Y+"!O;FQY(&]N92!O9B!T:&5M(&%L;"!T:&4@=V%Y+B`@
M0G5T(&YE=F5R=&AE;&5S<RP@:6YI=&EA;"`-"G1E<W1S('-H;W=E9"!S;VUE

M('9E<GD@;F%S='D@(FAO="!S<&]T<R(@=VET:"!H:6=H(&-O;F-E;G1R871I
M;VYS(&]F(%!#0G,@#0II;B!S;V]T+"!S;R!O=7(@8V]N<W5L=&%N=',@*&)R
M;W5G:'0@:6X@87,@<V]O;B!A<R!W92!F;W5N9"!O=70A*2!S970@#0ID;W=N
M('9E<GD@<W1R:6-T(&=U:61L:6YE<R!P96YD:6YG(&9U<G1H97(@=&5S=&EN
M9SH@9G5L;"!L979E;"!#(&AA>FUA="`-"F=A<F(@*&$@<V]R="!O9B!A(&=A
M<R!M87-K+"!H;V]D960@8V]V97)A;&QS+"!B;V]T:65S(&%N9"!G;&]V97,M
M+6AE879Y(`T*<&QA<W1I8R!O=F5R(&QA=&5X*2`G=&EL(&9U<G1H97(@=&5S
M=',@=V5R92!C;VYD=6-T960N#0H@("!297-U;'1S(&]F('1H92`B9G5R=&AE
M<B!T97-T<R(@8V%M92!I;B!Y97-T97)D87DL(&%N9"!M;W-T(&]F('1H90T*
M8G5I;&1I;F<G<R!N;W0@8F%D.R!W92!S=&EL;"!M=7-T('=E87(@8F]O=&EE
M<R!A;F0@;&%T97@@9VQO=F5S("AC;W9E<F%L;',-"F]P=&EO;F%L*2P@8G5T
M('1H92!A:7(M<'5R:69Y:6YG(')E<W!I<F%T;W)S(&%R92!O;FQY(&YE961E
M9"!F;W(@=V]R:R!I;@T*=&AE(&%I<B!S>7-T96TL(&EN<VED92!T:&4@=')A
M;G-M:71T97(L(&%N9"!I;B!T:&4@9V%R86=E('=H97)E('1H92!S;V]T>0T*
M<F5M86EN<R!O9B!T:&4@;VQD('!O=V5R('-U<'!L>2!I<R!S=&]R960N(`T*
M("`@06QL(&]F('5S('=H;R!W;W)K960@;VX@=&AE(&=E87(@:6X@<&]S="UF
M:7)E(&9I>"UU<"!H879E(&AA9"!B;&]O9"`-"G1E<W1S(&%N9"!O=7(@4$-"
M(&QE=F5L<R!A<F4@=F5R>2!L;W<L(&%T(&]R(&)E;&]W('!O<'5L871I;VX@
M;F]R;7,N("`-"E!#1$0@86YD(%!#1$8@;&5V96QS(&EN('1H92!B=6EL9&EN
M9R!A<F4@86QS;R!Q=6ET92!L;W<M+4D@:&%V96XG="!Y970@#0IS965N('1H
M92!D;W!E(&]N('1H92!S;V]T(&EN('1H92!B=7)N960@97%U:7!M96YT+"!B
M=70@22`G<W!E8W0@*FET*B!I<R`-"F9A:7)L>2!B860N("!792!W97)E(&QU
M8VMY+2UM;W-T(&]F('5S('=O<F4@;&%T97@@9VQO=F5S(&%N9"!K97!T(&]U
M<B`-"FAA;F1S('=A<VAE9"P@=VAI;&4@;75C:"!O9B!T:&4@9FER<W0M<W1A
M9V4@8VQE86YI;F<@=V%S(&1O;F4@=VET:"`-"FAO=7-E:&]L9"!A;6UO;FEA
M(')A=&AE<B!T:&%N(&%L8V]H;VP[('1H92!A;6UO;FEA)W,@;F]T(&%S(&QI
M:V5L>2!T;R`-"F-A<G)Y(&YA<W1I97,@=&AR;W5G:"!T:&4@<VMI;B!A;F0@
M:70@96YC;W5R86=E<R!N;W0@:6YH86QI;F<@<FEG:'0@;W9E<B`-"G1H92!S
M=7)F86-E(&)E:6YG(&-L96%N960N("`H5&AA;FMS+"!(86YK('9A;B!#+2UI
M="!W87,@>6]U('=H;R!F:7)S="!P=70@#0IM92!O;B!T;R!T:&4@<W1U9F8A
M*0T*#0H@("!"=70@;F]W('EO=2!K;F]W('=H>2!)(&AA=F4@8F5E;B!S;R!S
M8V%R8V4N("!!;&P@;V8@;7D@=V]R:R!A="!T:&4@#0IT<F%N<VUI='1E<B!H
M87,@8F5E;B!I;B!W:&%T(&%M;W5N=',@=&\@82!C:&5A<"!S<&%C92!S=6ET
M.R!I="!I<R!V97)Y(`T*=&ER:6YG(&%N9"!F<G5S=')A=&EN9RX@(%=O<G-E
M('EE="P@=VET:"!T:&4@;F5W('1R86YS;6ET=&5R('-L871E9"!T;R!B92`-
M"G-H;W9E9"!O9F8@=&AE('1R=6-K(&5A<FQY(&EN($9E8G)U87)Y+"!T:&5R
M92=S(&$@;&]T(&]F('=O<FL@=&\@8F4@9&]N92`-"G1O('1H92!B=6EL9&EN
M9RXN+FYO;F4@;V8@=VAI8V@@8V%N(&)E9VEN('5N=&EL('=E(&AA=F4@=&AE
M('-I=&4@<V-R=6)B960@#0ID;W=N('1O($5002!S=&%N9&%R9',A("!7;W)R
M>2!H87,@8F5E;B!E871I;F<@;64@86QI=F4L(&%N9"!T:&4@;W9E<G1I;64@
M#0II<R!P<F5T='D@<')E<&]S=&5R;W5S.R!W92!H879E('1O(&=E="!I;B!T
M:&4@8G5I;&1I;F<@=VAE;B!W92!C86X@86YD(`T*86-C;VUO9&%T92!T:&4@
M;F5E9',@;V8@=&AE(&AA>FUA="!C;VYS=6QT86YT<R!P;'5S('9A<FEO=7,@
M8VQE86XM=7`@86YD(`T*9&ES<&]S86P@<W5B8V]N=')A8W1O<G,N("`-"@T*
M("`@270G<R!N;R!F=6XN("!->2!A9'9I8V4@:7,@=&\@8790:60@;VQD(&]I
M;"UF:6QL960@8V]N9&5N<V5R<SL@=&AI<R`-"F-L96%N+75P(&ES(&)A<F5L
M>2!S=&%R=&5D(&%N9"!T:&4@8FEL;"!I<R!A;')E861Y(&UO<F4@=&AA;B!)
M(&UA:V4@:6X@82`-"GEE87(A("!)9B!Y;W4G=F4@9V]T('1O(&AA=F4@82!3

M;VQA+"!C:&5C:R!T:&4@8V]N9&5N<V5R<SL@:68@=&AE>2=R92!00T(@#0IT
M>7!E<RP@<F5P;&%C92!T:&5M(2`@3F\@;6%T=&5R('=H870@:70@8V]S=',L
M(&ET)W,@8VAE87`N("`H2&EN=#H@<VEL=F5R(`T*;W(@9W)E>2!3;VQA<R!A
M;&UO<W0@8V5R=&%I;FQY(&AA=F4@4$-"(&-A<',L('1A;B!O<B!B<F]W;B!O
M;F5S(&%R92`-"FQI:V5L>2!T;R!B92!O:V%Y+BXN8G5T(&-H96-K(&%N>7=A
M>2X@(%-O;&$@=7-E9"!!97)O=F]X(&]I;"!C87!S(&UO<W1L>2P@#0IW:71H
M(&%B;W5T(#8U)2!00T(@8V]N=&5N="!I;B!T:&4@;VEL*2X@#0H-"B`@(%-O
M(&YO=R!Y;W4@:VYO=RX@($%S($D@<F5Q=65S=&5D(&%B;W9E+"!T:&ES(&EN
M9F]R;6%T:6]N(&ES("IJ=7-T*B!F;W(@#0IT:&4@0D$M;&ES="`B9F%M:6QY
M+"(@86YD($D@=V]U;&0@=F5R>2!M=6-H(&%P<')E8VEA=&4@9F]L:W,@*FYO
M="H@#0IC<F]S<RUP;W-T:6YG(&ET(&]R(&1I<V-U<W-I;F<@:70@;VX@=&AE
M(&%I<BX-"@T*("`@22=M('!R;V)A8FQY(&=O:6YG('1O(&-O;G1I;G5E('1O
M(&)E('-C87)C92!R:6=H="!U<"!T:')O=6=H('1H92!E;F0@#0IO9B!&96)R
M=6%R>2X@(%1H97)E)W,@82!L;W0@=&\@8F4@9&]N92P@86YD(&ET)W,@86QL
M(&=O="!T;R!H87!P96X@8GD@=&AE(`T*8F]O:R!A;F0@;VX@=&AE(&)O=6YC
M93H@=V4@8V%N)W0@869F;W)D('1O('=A<W1E(&%N>2!T:6UE(&%N9"!W92!S
M=7)E(`T*8V%N)W0@8W5T(&%N>2!C;W)N97)S(2`@*$%N9"!T:&%T)W,@;F]T
M(&IU<W0@<&5R($5002!R96=S+2UE>'1E;G-I=F4@#0IB=6EL9&EN9R!M;V1I
M9FEC871I;VYS(&%R92!N965D960L(&UE86YI;F<@82!L;W0@;V8@=F%R:6]U
M<R!C;VYS=6QT86YT<RP@#0IC;VYT<F%C=&]R<RP@87)C:&ET96-T<R!A;F0@
M=V]R:VUE;BP@86YD('=E(&%R92`J;F]T*B!G;VEN9R!T;R!E>'!O<V4@#0IT
M:&5M('1O(&%N>2!R:7-K<R$I#0H-"B`@($%L87,L(&]N92!O9B!T:&4@=&AI
M;F=S('1H870@=V5N="!B>2!T:&4@=V%Y<VED92!W87,@86YY(&%T=&5M<'0@
M870@#0I#:')I<W1M87,@8V5L96)R871I;VYS(&%T(&]U<B!H;W5S92X@(%-O
M(&EF($D@9&]N)W0@<V5E;2!T;R!H879E(&UU8V@@#0IH;VQI9&%Y('-P:7)I
M="P@=&AA="=S('=H>2X@($1E86X@86YD($D@;6EG:'0@=')Y('1O(&1O(&$@
M;&ET=&QE(&EN('1H92!W965K(`T*8F5T=V5E;B!T:&4@,C5T:"!A;F0@3F5W
M(%EE87)S+2UA="!L96%S="!W:71H('1H92!W;W)S="!O9B!T:&4@:&%Z;6%T
M(`T*<F5S=')I8W1I;VYS(&QI9G1E9"P@<V]M92!O9B!T:&4@<')E<W-U<F4@
M:7,@;V9F(2`@*$1E86XG<R!H860@=&\@<'5T(&EN(`T*82!L;W0@;V8@3U0L
M('1O;RTM=&AE(&AO;&ED87ES(&%R92!A=V9U;&QY(&)U<WD@=VAE<F4@:&4@
M=V]R:W,A*0T*#0H@("`W,RP-"B`@("TM0F]B8FD-"@T*+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM#0H-"D1A=&4Z(%-A="P@,C,@1&5C(#$Y.34@
M,3$Z,#4Z,S$@+3`W,#`-"D9R;VTZ('=I;&QI86UE0&-S;BYN970@*$)I;&P@
M4W1A;F1E<F9E<BD-"E1O.B!B;V%T86YC:&]R<T!T:&5P;W)C:"YC;VT-"E-U
M8FIE8W0Z(%)E.B!2,SDP+U(S.3!!(&UA:6X@='5N:6YG(&MN;V(-"DUE<W-A
M9V4M240Z(#PQ.3DU,3(R,S$X,#4N04$Q,C@X-$!N<RTQ+F-S;BYN970^#0H-
M"D-!;F1E<G-O0'-M='`N<W1P+G1E8RYM;BYU<R!W<F]T93H-"CX-"CY.965D
M('1H92!M96=A:&5T>B!O<B!B86YD<W=I=&-H(&MN;V(@9F]R(&%N(%(S.3`@
M;W(@4C,Y,$$@9F]R(&$@<F5S=&]R871I;VX@#0H^<')O:F5C="!O;B!A(#$Y
M-C<@14%#(%(S.3!!+B`@0V%N(&%N>6]N92!H96QP/R`@06QS;R!N965D(&UE
M=&5R<RX-"@T*22!A;'-O(&YE960@=&AE(&]R:6=I;F%L(&MN;V(@9F]R(&UY
M(%(S.3!!(&EF(&%N>6]N92!H87,@86YO=&AE<B!S<&%R92X-"@T*0FEL;`T*
M#0I":6QL(%-T86YD97)F97(@+2!+1C!$2B`M('=I;&QI86UE0&-S;BYN970-
M"@T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@
M4V%T+"`R,R!$96,@,3DY-2`Q,SHQ,3HP,B`M,#4P,"`H15-4*0T*1G)O;3H@
M34]$4U1%4$A`04-3+D5+52Y%1%4-"E1O.B!B;V%T86YC:&]R<T!T:&5P;W)C
M:"YC;VT-"E-U8FIE8W0Z(%=".$)&4R!+5U,M,2!/<&5R871I;VX-"DUE<W-A

M9V4M240Z(#PP,4A:-4)91TE04C8P,#$Y231`04-3+D5+52Y%1%4^#0H-"B`@
M("`@5V5L;"P@:&4@9&ED(&%S(&AE('-A:60@:6X@:&ES('!O<W0@+2!G;W0@
M=&AE($-O;&QI;G,@<W1A=&EO;@T*;VX@=&AE(&%I<B!L87-T(&YI9VAT+B`@
M22!H96%R9"!A="!L96%S="!N:6YE(&]T:&5R('-T871I;VYS('=O<FL-"BAO
M<B!A="!L96%S="!C86QL*2P@86YD(&=O="!M>2!O=VX@2&%L;&EC<F%F=&5R
M<R`B5'=I;G,B("T@=&AE#0I(5"TT-"!A;F0@4U@M,3$W("T@=7`@86YD(')U
M;FYI;F<@86YD(&=O="!I;G1O('1H92!P86-K('1O;RX-"@T*("`@("!'<F5A
M="!T;R!H96%R('1H92!N=6UB97(@;V8@9F]L:W,@;VX@+2!D:60@86YY(&]N
M('1H92!R97-T(&]F#0IY;W4@8VAE8VL@=&AE(&9R97%U96YC>2!A;F0@:G5S
M="!L:7-T96X@:6X_("!3=6=G97-T:6]N('=A<R!M861E('1O#0IC;VYS:61E
M<B!A($)!('=E96ML>2!G871H97)I;F<N+BX@86YY(&EN=&5R97-T/PT*#0H@
M("`@($%N9"!F;W(@=&AO<V4@=VAO('!A<G1I8W5L87)L>2!E;FIO>65D(&ET
M+"!R96UE;6)E<B!T:&%T(")#6"(@+2`-"D-L87-S:6,@4F%D:6\@17AC:&%N
M9V4@+2!I<R!O;FQY(&%B;W5T('-I>"!W965K<R!A=V%Y+"!S;R!G970@=&AO
M<V4-"D)!)W,@8VAE8VME9"!A;F0@=V]R:VEN9R$A#0H-"B`@("`@-S,L+"!!
M;"`@3C5!250@("`H86YD('1H86YK<RP@2F%C:RD-"B`@;6]D<W1E<&A`86-S
M+F5K=2YE9'4-"@T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2T-
M"@T*16YD(&]F($)/051!3D-(3U)3($1I9V5S="`S.#8-"BHJ*BHJ*BHJ*BHJ
M*BHJ*BHJ*BHJ*BHJ*BHJ*BHJ#0H-"@T*#0HM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2T-"@T*1&%T93H@4V%T+"`R,R!$96,@,3DY-2`Q,SHQ.3HU
M-B`K,#`P,`T*1G)O;3H@(DAO=V%R9"!2+B!7965K<R(@/$AO=V%R9"Y7965K
M<T!C<W)A;F5T+F-O;3X-"E1O.B!B;V%T86YC:&]R<T!T:&5P;W)C:"YC;VT-
M"E-U8FIE8W0Z($YA=&EO;F%L($-O;7!A;GD@5')A;G-M:71T97)S#0I-97-S
M86=E+4E$.B`\,3DY-3$R,C,Q-#,Q+D]!03(S,S(U0&-S<F%N970N8V]M/@T*
M#0I)(&AA=F4@;VYE(&]F('1H92!.871I;VYA;"!#;VUP86YY($Y412!E>&-I
M=&5R<R!M861E(&EN(#$Y,SDN("!)="!I<R`-"G!U<V@@8G5T=&]N(&)A;F1S
M=VET8VAE9"!A;F0@8V]V97)S(#4L(#$P+"`R,"P@86YD(#@P(&UE=&5R<RX@
M($ET(`T*<')O9'5C97,L($D@8F5L:65V92P@86)O=70@,34@=V%T=',@;V8@
M4D8@86YD(&EN8VQU9&5S(&$@<W!E96-H(&%M<"X@(`T*06)O=70@=&AE('-I
M>F4@;V8@86X@3D,M,3`P(')E8V5I=F5R+@T*+2TM2&]W87)D(%=E96MS#0H@
M("!W965K<VA`8W-R86YE="YC;VT-"@T*+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM#0H-"D1A=&4Z(%-A="P@,C,@1&5C(#$Y.34@,30Z,C<Z-30@
M+3`U,#`@*$535"D-"D9R;VTZ(%-A;F1R82!,($MN97!P97(@/'-L:W-T,CDK
M0'!I='0N961U/@T*5&\Z(&)O871A;F-H;W)S0'1H97!O<F-H+F-O;0T*4W5B
M:F5C=#H@2&%L;&EC<F%F=&5R(%-2+3(P,#`-"DUE<W-A9V4M240Z(#Q0:6YE
M+C,N.#DN.34Q,C(R,3$S-RY!,C,X,CDM,#$P,#`P,$!U;FEX<S0N8VES+G!I
M='0N961U/@T*#0I&;W(@<V]M92!T:6UE(&YO=RP@22!H879E(&)E96X@<V5A
M<F-H:6YG(&9O<B!A('!O=V5R('-U<'!L>2!F;W(@=&AI<R`-"G1R86YS8V5I
M=F5R+B`@2&]W979E<BP@;F\@8FET97,@<V\@9F%R(0T*#0I$;V5S(&%N>6]N
M92!O=VXO;W!E<F%T92!A(%-2+3(P,#`@86YD('=H870@9&\@>6]U('1H:6YK
M(&]F(&ET+@T*#0I)('=O=6QD(&)E(&EN=&5R97-T960@:6X@86YY(')E<&QI
M97,@;VX@=&AI<R!U;FET+B`@5V5R92!T:&5Y('-C87)C92`M(`T*979I9&5N
M=&%L;'D@<V\N#0H-"DUY('9E<GD@8F5S="!O9B!T:&4@2&]L:61A>2!396%S
M;VX@=&\@>6]U(&%N9"!Y;W5R(&9A;6EL>2X-"@T*37D@=VES:"!F;W(@=&AE
M(&YE=R!Y96%R(&ES('1H870@<&5O<&QE(&)E8V]M92!A(&QI='1L92!M;W)E
M(`T*=6YD97)S=&%N9&EN9R!A;F0@=&]L97)A;G0@=&]W87)D(&5A8V@@;W1H
M97(N("!)="!T86ME<R!S;R!L:71T;&4-"G1O(&)E(&$@;FEC92!G=7DN("!3
M:&]W(&$@;&ET=&QE(&MI;F1N97-S(&%N9"!R97-P96-T(&9O<B!O;F4@86YO

M=&AE<BX-"E)E;65M8F5R(&$@;&ET=&QE(&AU;6EL:71Y(&UA:V5S(&UO<F4@
M;V8@86X@:6UP<F5S<VEO;B!T:&%N(&1O97,@;VYE)W,-"G)U9&5N97-S(&%N
M9"!M96%N<W!I<FET961N97-S+B`@#0H-"@T*1&%V92P@5S-"2EH-"@T*#0HM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2T-"@T*1&%T93H@4V%T+"`R
M,R!$96,@,3DY-2`Q,SHU-SHU.2`M,#8P,"`H0U-4*0T*1G)O;3H@0F]B(%)O
M96AR:6<@/&)R;V5H<FEG0&%D;6EN+F%U<F]R82YE9'4^#0I4;SH@0F]A=&%N
M8VAO<G,@/&)O871A;F-H;W)S0'1H97!O<F-H+F-O;3X-"E-U8FIE8W0Z($YA
M=&EO;F%L(%1R86YS;6ET=&5R<PT*365S<V%G92U)1#H@/%!I;F4N54Q4+C,N
M.3$N.34Q,C(S,3,U-#,V+C(X,C`S0BTQ,#`P,#!`861M:6XN875R;W)A+F5D
M=3X-"@T*#0I3<&5A:VEN9R!O9B`B<F%R92(@=')A;G-M:71T97)S+"!D;V5S
M(&%N>6]N92!R96UE;6)E<B!T:&4@2&%M;6%R;'5N9"`T,C`_#0I)(&1O;B=T
M(')E;65M8F5R('1H92!T=6)E(&QI;F4M=7`@8G5T(&ET('-E96US('1O(&UE
M('1H870@:70@=7-E9"!T:&4-"G!L=6<M:6X@2D5,(&-O:6QS(&9O<B!T:&4@
M;W5T<'5T('1A;FL@*'!R;V)A8FQY(&%N(#@P-RDN($ET(&AA9"!A(&UA=&-H
M:6YG#0IM;V1U;&%T;W(L('1H92`T,3`N(%1H97)E('=A<R!N;R!61D\@:6X@
M=&AE(')I9RX@5VES:"!)('-T:6QL(&AA9"!T:&]S90T*=6YI=',@+2!B92!G
M<F5A="!T;R!D<FEV92!M>2!D97-K($M7+B`-"C<S("8@<V5A<V]N)W,@9W)E
M971I;F=S("`@9&4@0F]B+"!+.45520T*#0H-"BTM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+0T*#0I$871E.B!3870L(#(S($1E8R`Q.3DU(#$R.C0U
M.C4P("TP.#`P#0I&<F]M.B!C8FUB97-T0&EX+FYE=&-O;2YC;VT@*%)A>2!$
M96YN:7,@*0T*5&\Z(&)O871A;F-H;W)S0'1H97!O<F-H+F-O;0T*4W5B:F5C
M=#H@2&%L;&EC<F%F=&5R<R!34BTR,#`P#0I-97-S86=E+4E$.B`\,3DY-3$R
M,C,R,#0U+DU!03`U,C$V0&EX,3`N:7@N;F5T8V]M+F-O;3X-"@T*22!H879E
M(&AE87)D('1H870@=&AE(%-2+3(P,#`@=V%S('-O<G0@;V8@=&AE(&5N9"!O
M9B!T:&4@;&EN92!F;W(@#0I(86QL:6-R869T97)S+B`@270@=V%S('1H96ER
M(&5N=')Y(&EN=&\@=&AE(&5M97)G:6YG('1R86YS8V5I=F5R(`T*;6%R:V5T
M+"!B=70@:70@=V%S(&YO="!A(&-O;6UE<F-I86P@<W5C8V5S<RX-"@T*22!W
M;W5L9"!S=7-P96-T('1H870@=&AE>2!A<F4@9F%I<FQY')A<F4N#0H-"E)A
M>2!7,$11#0H-"BTM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+0T*#0I$
M871E.B!3870L(#(S($1E8R`Y-2`Q-3HQ-B!#4U0-"D9R;VTZ(%1/32Y!+D%$
M04U30&UA:6PN861M:6XN=VES8RYE9'4-"E1O.B!B;V%T86YC:&]R<R5T:&5P
M;W)C:"YC;VU`=FUS+FUA8V,N=VES8RYE9'4-"E-U8FIE8W0Z(%)E+B!32TX@
M4FEG#0I-97-S86=E+4E$.B`\1D-.1C$V,S0N1D-.1C$V-#5`;6%I;"YA9&UI
M;BYW:7-C+F5D=3X-"@T*=&\Z(&)O871A;F-H;W)S0'1H97!O<F-H+F-O;0T*
M#0I3=')A:6=H="!+97D@3FEG:'0@:7,@15A44D5-14Q9('5N;&EK96QY(&9O
M<B!M92P@8G5T(&EF($D@8V%N(&)Y('-O;64@;6ER86-L90T*;6%K92!I="P@
M=&AE(%18('=I;&P@8F4@1V%L;&]P:6XG($=E<G1I92`H=&AE(%58+3(Q,"!(
M87)T;&5Y(&]S8VEL;&%T;W(I.R!I9@T*8V]N9&ET:6]N<R!A<F4@8F%D(&5N
M;W5G:"!T;R!R97%U:7)E(%%23RP@=&AE($=L;V)E($MI;F<@-3`P02!W:6QL
M(&)E('=A<FUE9"!U<`T*86YD('=A:71I;F<L(&%S('5S=6%L.R!T:&%T(#0M
M,C4P(&ES(&$@34%*3U(@<V]U<F-E(&]F('-H86-K('=A<FUT:"$@.BTI#0H-
M"D%N=&5N;F$@:7,@=&AE(#$V,"!7:6YD;VTN#0H-"E)8(&ES('1E;G1A=&EV
M96QY(&%N($A23RTU,"`H0F]B8FDL('1H86YK(%1O<FD@86=A:6X@9F]R(&UE
M*2P@4D%3+34L(&]R#0I"0RTS-#A2+@T*#0I+97ES('=I;&P@8F4-"@T*("`@
M("`@(#$Y,C8@5FEB<F]P;&5X(")/<FEG:6YA;"(-"B`@("`@("`Q.3,X($UA
M8T5L<F]Y")-86,M2V5Y(@T*#0IA;F0@:68@45)3(&ES(&-A;&QE9"!F;W(-
M"@T*("`@("`@(#$Y,#4@*#_/RD@16QE8W1R:6,@4W!E8VEA;'1I97,@:&%N
M9"!K97D-"B`@("`@("`Q.30V("@_/S\I($UA8T5L<F]Y")496%R9')O<"(@

M:&%N9"!K97D-"@T*#0I*=7-T(&ME97`@86X@96%R(&]P96X@9F]R('1H92!E
M>'1R96UE;'D@=V]B8FQY('-I9VYA;"!C86QL:6YG(&%T(&%B;W5T(#(U(%=0
M32P-"G1R>6EN9R!T;R!S96YD(&9A<W0@96YO=6=H('1O(&%V;VED('1H92!W
M;W)S="!O9B!T:&4@(GEO;W!S(BX-"@T*#0H@("`@("`@("`@("`@("`@("`@
M("`@("`@("`@("`@("`@("`@("`@("`@("`@(#<S)W,L#0H-"B`@("`@("`@
M("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@("`@
M("!4;VTL($LY5$$-"@T*+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M#0H-"D5N9"!O9B!"3T%404Y#2$]24R!$:6=E<W0@,S@W#0HJ*BHJ*BHJ*BHJ
M*BHJ*BHJ*BHJ*BHJ*BHJ*BHJ*@T*#0H-"@T*#0HM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2T-"@T*16YD(&]F($)/051!3D-(3U)3($1I9V5S="`S
C.#@-"BHJ*BHJ*BHJ*BHJ*BHJ*BHJ*BHJ*BHJ*BHJ#0H`

end

The following is an attached File item from cc:Mail. It contains information that had to be encoded to ensure successful transmission through various mail systems. To decode the file use the UUDECODE program.

---------- Cut Here ----------

begin 644 RFC822.TXT
M4F5C96EV960Z(&9R;VT@9V%T93$N9'1T=7,N8V]M(&)Y(&-C,BYD='1U<RYC
M;VT@*%--5%!,24Y+(%8R+C$Q(%!R95)E;&5A<V4@-"D-"B`@("`[(%-A="P@
M,C,@1&5C(#DU(#$R.C(Y.C,S($-35`T*4F5T=7)N+5!A=&@Z(#QB;V%T86YC
M:&]R<T!T:&5P;W)C:"YC;VT^#0I296-E:79E9#H@9G)O;2!U<F\N=&AE<&]R
M8V@N8V]M(&)Y(&=A=&4Q+F1T='5S+F-O;2`H-2YX+U--22U35E(T*0T*("`@
M(&ED($%!,38X.#0[(%-A="P@,C,@1&5C(#$Y.34@,3(Z,CDZ,S0@+3`V,#`-
M"D5R<F]R<RU4;SH@;&ES=&]W;D!J86-K871A:RYT:&5P;W)C:"YC;VT-"E)E
M8V5I=F5D.B!F<F]M('5R;R`H;&]C86QH;W-T+G1H97!O<F-H+F-O;2!;,3(W
M+C`N,"XQ72D@8GD@=7)O+G1H97!O<F-H+F-O;2`H."XW+C,O0558+3,N,2XQ
M*2!W:71H(%--5%`@:60@34%!,CDU-C8[(%-A="P@,C,@1&5C(#$Y.34@,3(Z
M,34Z,SD@+3`V,#`@*$-35"D-"D1A=&4Z(%-A="P@,C,@1&5C(#$Y.34@,3(Z
M,34Z,SD@+3`V,#`@*$-35"D-"DUE<W-A9V4M26OZ(#PP,4A:-4)91TE04C8P
M,#$Y231`04-3+D5+52Y%1%4^#0I%<G)O<G,M5&\Z(&QI<W1O=VY`:F%C:V%T
M86LN=&AE<&]R8V@N8V]M#0I297!L>2U4;SH@8F]A=&%N8VAO<G-`=&AE<&]R
M8V@N8V]M#0I/<FEG:6YA=&]R.B!B;V%T86YC:&]R<T!T:&5P;W)C:"YC;VT-
M"E-E;F1E<CH@8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M#0I0<F5C961E;F-E
M.B!B=6QK#0I&<F]M.B!B;V%T86YC:&]R<T!T:&5P;W)C:"YC;VT-"E1O.B!-
M=6QT:7!L92!R96-I<&EE;G1S(&]F(&QI<W0@/&)O871A;F-H;W)S0'1H97!O
M<F-H+F-O;3X-"E-U8FIE8W0Z($)/051!3D-(3U)3(&1I9V5S="`S.#8-"E@M
M3&ES='!R;V-E<W-O<BU697)S:6]N.B`V+C!C("TM($QI<W1O<F]C97-S;W(@
M8GD@06YA<W1A<VEO<R!+;W1S:6MO;F%S#0I8+4-O;6UE;G0Z(%!L96%S92!S
M96YD(&QI<W0@<V5R=F5R(')E<75E<W1S('1O(&QI<W1P<F]C0'1H97!O<F-H
M+F-O;0T*0V]N=&5N="U4<F%N<V9E<BU%;F-O9&EN9SH@-T))5`T*0V]N=&5N
F="U4>7!E.B!415A4+U!,04E..R!#2$%24T54/553+4%30TE)#0H`

end

The following is an attached File item from cc:Mail. It contains

information that had to be encoded to ensure successful transmission
through various mail systems. To decode the file use the UUDECODE
program.
---------- Cut Here ----------
begin 644 RFC822.TXT
M4F5C96EV960Z(&9R;VT@9V%T93$N9'1T=7,N8V]M(&)Y(&-C,BYD='1U<RYC
M;VT@*%--5%!,24Y+(%8R+C$Q(%!R95)E;&5A<V4@-"D-"B`@("`[(%-A="P@
M,C,@1&5C(#DU(#$U.C4W.C$Y($-35`T*4F5T=7)N+5!A=&@Z(#QB;V%T86YC
M:&]R<T!T:&5P;W)C:"YC;VT^#0I296-E:79E9#H@9G)O;2!U<F\N=&AE<&]R
M8V@N8V]M(&)Y(&=A=&4Q+F1T='5S+F-O;2`H-2YX+U--22U35E(T*0T*("`@
M(&ED($%!,3<W-#,[(%-A="P@,C,@1&5C(#$Y.34@,34Z-38Z-30@+3`V,#`-
M"D5R<F]R<RU4;SH@;&ES=&]W;D!J86-K871A:RYT:&5P;W)C:"YC;VT-"E)E
M8V5I=F5D.B!F<F]M('5R;R`H;&]C86QH;W-T+G1H97!O<F-H+F-O;2!;,3(W
M+C`N,"XQ72D@8GD@=7)O+G1H97!O<F-H+F-O;2`H."XW+C,O0558+3,N,2XQ
M*2!W:71H(%--5%`@:60@4$%!,3,X,S8[(%-A="P@,C,@1&5C(#$Y.34@,34Z
M,C@Z-3$@+3`V,#`@*$-35"D-"D1A=&4Z(%-A="P@,C,@1&5C(#$Y.34@,34Z
M,C@Z-3$@+3`V,#`@*$-35"D-"DUE<W-A9V4M260Z(#Q&0TY&,38S-"Y&0TY&
M,38T-4!M86EL+F%D;6EN+G=I<V,N961U/@T*17)R;W)S+51O.B!L:7-T;W=N
M0&IA8VMA=&%K+G1H97!O<F-H+F-O;0T*4F5P;'DM5&\Z(&)O871A;F-H;W)S
M0'1H97!O<F-H+F-O;0T*3W)I9VEN871O<CH@8F]A=&%N8VAO<G-`=&AE<&]R
M8V@N8V]M#0I396YD97(Z(&)O871A;F-H;W)S0'1H97!O<F-H+F-O;0T*4')E
M8V5D96YC93H@8G5L:PT*1G)O;3H@8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M
M#0I4;SH@375L=&EP;&4@<F5C:7!I96YT<R!O9B!L:7-T(#QB;V%T86YC:&]R
M<T!T:&5P;W)C:"YC;VT^#0I3=6)J96-T.B!"3T%404Y#2$]24R!D:6=E<W0@
M,S@W#0I8+4QI<W1P<F]C97-S;W(M5F5R<VEO;CH@-BXP8R`M+2!,:7-T4')O
M8V5S<V]R(&)Y($%N87-T87-I;W,@2V]T<VEK;VYA<PT*6"U#;VUM96YT.B!0
M;&5A<V4@<V5N9"!L:7-T('-E<G9E<B!R97%U97-T<R!T;R!L:7-T<')O8T!T
-:&5P;W)C:"YC;VT-"@``

end

The following is an attached File item from cc:Mail. It contains
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M4F5C96EV960Z(&9R;VT@9V%T93$N9'1T=7,N8V]M(&)Y(&-C,BYD='1U<RYC
M;VT@*%--5%!,24Y+(%8R+C$Q(%!R95)E;&5A<V4@-"D-"B`@("`[(%-A="P@
M,C,@1&5C(#DU(#$W.C,Q.C0Q($-35`T*4F5T=7)N+5!A=&@Z(#QB;V%T86YC
M:&]R<T!T:&5P;W)C:"YC;VT^#0I296-E:79E9#H@9G)O;2!U<F\N=&AE<&]R
M8V@N8V]M(&)Y(&=A=&4Q+F1T='5S+F-O;2`H-2YX+U--22U35E(T*0T*("`@
M(&ED($%!,3@Q,S8[(%-A="P@,C,@1&5C(#$Y.34@,3<Z,S`Z,#(@+3`V,#`-
M"D5R<F]R<RU4;SH@;&ES=&]W;D!J86-K871A:RYT:&5P;W)C:"YC;VT-"E)E
M8V5I=F5D.B!F<F]M('5R;R`H;&]C86QH;W-T+G1H97!O<F-H+F-O;2!;,3(W
M+C`N,"XQ72D@8GD@=7)O+G1H97!O<F-H+F-O;2`H."XW+C,O0558+3,N,2XQ
M*2!W:71H(%--5%`@:60@44%!,3@S,C([(%-A="P@,C,@1&5C(#$Y.34@,38Z
M,S@Z,S(@+3`V,#`@*$-35"D-"D1A=&4Z(%-A="P@,C,@1&5C(#$Y.34@,38Z

M,S@Z,S(@+3`V,#`@*$-35"D-"DUE<W-A9V4M260Z(#PY-3$Q,C,X,3DW+D%!
M.#$Y-S8U,3@V0&-C,BYD='1U<RYC;VT^#0I%<G)O<G,M5&\Z(&QI<W1O=VY`
M:F%C:V%T86LN=&AE<&]R8V@N8V]M#0I297!L>2U4;SH@8F]A=&%N8VAO<G-`
M=&AE<&]R8V@N8V]M#0I/<FEG:6YA=&]R.B!B;V%T86YC:&]R<T!T:&5P;W)C
M:"YC;VT-"E-E;F1E<CH@8F]A=&%N8VAO<G-`=&AE<&]R8V@N8V]M#0I0<F5C
M961E;F-E.B!B=6QK#0I&<F]M.B!B;V%T86YC:&]R<T!T:&5P;W)C:"YC;VT-
M"E1O.B!-=6QT:7!L92!R96-I<&EE;G1S(&]F(&QI<W0@/&)O871A;F-H;W)S
M0'1H97!O<F-H+F-O;3X-"E-U8FIE8W0Z($)/051!3D-(3U)3(&1I9V5S="`S
M.#@-"E@M3&ES='!R;V-E<W-O<BU697)S:6]N.B`V+C!C("TM($QI<W10<F]C
M97-S;W(@8GD@06YA<W1A<VEO<R!+;W1S:6MO;F%S#0I8+4-O;6UE;G0Z(%!L
M96%S92!S96YD(&QI<W0@<V5R=F5R(')E<75E<W1S('1O(&QI<W1P<F]C0'1H
,97!O<F-H+F-O;0T*

end

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: merrigan@ee.ualberta.ca (Shaun Merrigan)
Subject: Re: Mu-metal follow up
Message-ID: <199512222025.OAA15895@uro.theporch.com>

More discussion on Mu-metal:

Mu-Metal is all but dead for special applications

PERMALLOY 80 is now used and ADVANCE MAGNETICS is the leader in North America for shielding applications.

These are both soft magnetic alloys and have nothing to do whatsoever with the above stated permanent magnetic materials.

Mu-Metal and permalloy are Nickel/Iron alloys carefully made to exact ratio and avoiding impurities which inhibit them from obtaining high-u. Mu-Metal is more sensitive to mechanical abuse than PERMALLOYS and has been dropped for use as sheilding for quite some time. Mu-Metal still has some special applications where the very lowest saturation gauss is required. Min. coercivity is about the same for the two as is max. permeability, however in practice the PERMALLOYS are much easier to manufacture in bulk with consistent outcome.

Mu-Metal varies from batch to batch and a simple bend of the material greatly reduces permeability, where the PERMALLOYS can be bent and formed

without losing sheild properties to
badly. Nothing better than Permalloy 80 has been discovered for
shielding...yet!

--

Shaun P. Merrigan
3rd Year EE University of Alberta
merrigan@nyquist.ee.ualberta.ca (Shaun Merrigan)

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: Fire Bottle archive handler <firebotl@jackatak.theporch.com>
Subject: My wish for the New Year...
Message-ID: <9512222247.aa09256@jackatak.theporch.com>

is that everyone show more consideration for everyone on the list...

This has been a wonderful experience, and this list is a marvelous
place for me to hang out and enjoy the company of folks who enjoy the
same things.

Let us take the time to edit down the text we include. For the moment,
I'd like to overlook the obvious bandwidth logic for this, and point
out the "intellectual" investment we all should make: if you can't be
bothered to edit the submission, and remove the text that isn't
related to what you are posting (WORST POSSIBLE: Why include the
headers from another post? Or, the .sig block at the end) so what we
have represents a Net Addition to the list...

Let's all try to treat each other with respect and dignity, and not
point fingers, call each other names, or display our fanatical
parochialism, not matter how well-placed it might be... ;^)

Let's make our submissions to the list worth reading, edit for
clarity, and include only the text from a previous post that is
REQUIRED to make your point... there is no *good* excuse, save
laziness or lack of consideration of the rest of the list, for
including all of a previous post with a "Me, too!" comment... make

that one to your monitor and save the list from such banal remarks...

So, I'm not real greedy, and I don't expect all these things, so, I'll settle for two outta three! ;^)

Happy Holidays, ya'll and a very Happy and Prosperous New Year to All!
--
73
Jack, W4PPT/Mobile (75M SSB 2-letter WAS #1657/#1789 -- both all mobile! ;^)
- - - BoatAnchor Mailing List Archiver/Owner - - -
firebotl@jackatak.theporch.com ---- listown@jackatak.theporch.com

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: Bill Sorsby <bill.sorsby@dlep1.itg.ti.com>
Subject: National Company Transmitter
Message-ID: <199512231004.EAA14738@dlep1.itg.ti.com>

Greetings BoatAnchorites;

A number of times on the list I've seen reference to the fact that National did not make transmitters. December 1938 QST, however, carries a full page ad for a "600 watt" National Company transmitter. This transmitter consists of 5 rack mount assemblies which are shown in a rack standing about 6 feet high. Text of the ad is as follows:

"The National 600-watt Transmitter is so thoroughly engineered that the newcomer can proceed with confidence, yet the units are so flexible that they allow the constructor almost complete freedom in building to suit his own particular requirements. The basis of the 600-watt Transmitter is the set of Foundation Units, panels and chassis completely finished and ready for assembly, supplied with the necessary special parts and hardware. The power supply and modulator chassis are punched to receive standard Thordarson CHT units, combining convenience and reliability at low cost. More complete information on this efficient and economical transmitter will be found in the National "600-watt Transmitter" Booklet, newly revised, and in the National Catalogue, both available from your dealer."

Obviously, this item would be a must-have for any serious National collector! Hmmm..., wonder how many were made.

Anybody ever run across a Johnson receiver?

Regards,
Bill Sorsby, N5BU bill.sorsby@dlep1.itg.ti.com

From boatanchors@theporch.com Sat Dec 23 15:32:23 1995
From: "Howard R. Weeks" <Howard.Weeks@csranet.com>
Subject: National Company Transmitters
Message-ID: <199512231431.OAA23325@csranet.com>

I have one of the National Company NTE exciters made in 1939. It is
push button bandswitched and covers 5, 10, 20, and 80 meters. It
produces, I believe, about 15 watts of RF and includes a speech amp.
About the size of an NC-100 receiver.
---Howard Weeks
   weeksh@csranet.com

From boatanchors@theporch.com Sat Dec 23 15:32:23 1995
From: Bob Roehrig <broehrig@admin.aurora.edu>
Subject: National Transmitters
Message-ID: <Pine.ULT.3.91.951223135436.28203B-100000@admin.aurora.edu>

Speaking of "rare" transmitters, does anyone remember the Hammarlund 420?
I don't remember the tube line-up but it seems to me that it used the
plug-in JEL coils for the output tank (probably an 807). It had a matching
modulator, the 410. There was no VFO in the rig. Wish I still had those
units - be great to drive my desk KW.
73 & season's greetings de Bob, K9EUI

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: Dave Stinson <72227.1640@compuserve.com>
Subject: No Decodes Please
Message-ID: <951223154002_72227.1640_EHM57-1@CompuServe.COM>

I appreciate input from the people here.
It takes work and teaches me something.
However, posting anything that must be
decoded is the quickest way I know to
be ignored. If it's that long, send
it as a file to the archives.
I don't mean to be harsh or flaming,
I just don't want to see anyone go
to all that work trying to contribute
just to be ignored.
73 DE Dave AB5S/7

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: "Roberta J. Barmore" <rbarmore@indy.net>
Subject: Now it can be told
Message-ID: <Pine.3.89.9512231255.B12786-0100000@indy1>

Hi!

An interesting story to share, but there's a catch: it *must* *not* go any farther than the BA-list.

I mean it--PLEASE don't anybody post it to a Usenet Newsgroup, another mailing list, or talk about it on the air. (Jeff H., I know this great rec.radio.broadcast fodder, but not right now, please!)

Remember the transmitter fire we had at work, and the week of serious fixing that followed? Along about the first week of December, it got another chapter: the capacitors that burned up turned out to in fact be PCB types.

They were very small, and only six of 'em actually opened up and boiled dry, only one of them all the way. But nevertheless, initial tests showed some very nasty "hot spots" with high concentrations of PCBs in soot, so our consultants (brought in as soon as we found out!) set down very strict guidlines pending further testing: full level C hazmat garb (a sort of a gas mask, hooded coveralls, booties and gloves--heavy plastic over latex) 'til further tests were conducted.

Results of the "further tests" came in yesterday, and most of the building's not bad; we still must wear booties and latex gloves (coveralls optional), but the air-purifying respirators are only needed for work in the air system, inside the transmitter, and in the garage where the sooty remains of the old power supply is stored.

All of us who worked on the gear in post-fire fix-up have had blood tests and our PCB levels are very low, at or below population norms. PCDD and PCDF levels in the building are also quite low--I haven't yet seen the dope on the soot in the burned equipment, but I 'spect *it* is fairly bad. We were lucky--most of us wore latex gloves and kept our hands washed, while much of the first-stage cleaning was done with household ammonia rather than alcohol; the ammonia's not as likely to carry nasties through the skin and it encourages not inhaling right over the surface being cleaned. (Thanks, Hank van C--it was you who first put me on to the stuff!)

But now you know why I have been so scarce. All of my work at the transmitter has been in what amounts to a cheap space suit; it is very tiring and frustrating. Worse yet, with the new transmitter slated to be shoved off the truck early in February, there's a lot of work to be done to the building...none of which can begin until we have the site scrubbed down to EPA standards! Worry has been eating me alive, and the overtime is pretty preposterous; we have to get in the building when we can and

accomodate the needs of the hazmat consultants plus various clean-up and disposal subcontractors.

It's no fun. My advice is to avoid old oil-filled condensers; this clean-up is barely started and the bill is already more than I make in a year! If you've got to have a Sola, check the condensers; if they're PCB types, replace them! No matter what it costs, it's cheap. (Hint: silver or grey Solas almost certainly have PCB caps, tan or brown ones are likely to be okay...but check anyway. Sola used Aerovox oil caps mostly, with about 65% PCB content in the oil).

So now you know. As I requested above, this information is *just* for the BA-list "family," and I would very much appreciate folks *not* cross-posting it or discussing it on the air.

I'm probably going to continue to be scarce right up through the end of February. There's a lot to be done, and it's all got to happen by the book and on the bounce: we can't afford to waste any time and we sure can't cut any corners! (And that's not just per EPA regs--extensive building modifications are needed, meaning a lot of various consultants, contractors, architects and workmen, and we are *not* going to expose them to any risks!)

Alas, one of the things that went by the wayside was any attempt at Christmas celebrations at our house. So if I don't seem to have much holiday spirit, that's why. Dean and I might try to do a little in the week between the 25th and New Years--at least with the worst of the hazmat restrictions lifted, some of the pressure is off! (Dean's had to put in a lot of OT, too--the holidays are awfully busy where he works!)

73,
--Bobbi

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: williame@csn.net (Bill Standerfer)
Subject: Re: R390/R390A main tuning knob
Message-ID: <199512231805.AA12884@ns-1.csn.net>

CAnderso@smtp.stp.tec.mn.us wrote:
>
>Need the megahetz or bandswitch knob for an R390 or R390A for a restoration
>project on a 1967 EAC R390A. Can anyone help? Also need meters.

I also need the original knob for my R390A if anyone has another spare.

Bill

Bill Standerfer - KF0DJ - williame@csn.net

From boatanchors@theporch.com Sat Dec 23 17:59:52 1995
From: stever@cybercomm.net (Stephan Rashkin)
Subject: R392
Message-ID: <199512232253.RAA07027@raven.cybercomm.net>

I have just resurected a R392..
It works very well, but I still like my SP-600 more :0)

My question is what is the audio output impedance at the
power/audio socket? Is it 600 or 250 ohms? There is
what looks like a transformer behind this socket..Is it
an output transformer or do I need and external one?

If I need an external I have some 70.7 v transformers I can V^2 / p with..

Steve, WA2NHZ

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: TOM.A.ADAMS@mail.admin.wisc.edu
Subject: Re. Clegg BA interest
Message-ID: <FCMH4800.FCMH4812@mail.admin.wisc.edu>

to: boatanchors@theporch.com

I've got a "99er" in the garage that's on the back burner right now; I need
a manual and schematic. TX is dead, RX seems to have front end problems.

Tom, K9TA

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995

From: TOM.A.ADAMS@mail.admin.wisc.edu
Subject: Re. Memphis Belle
Message-ID: <FCMH3138.FCMH3149@mail.admin.wisc.edu>

to: boatanchors@theporch.com

Hello Tom.

In your BA spotting in the movie, you missed the BC-306 antenna loading coil bolted to the starboard side of the bulkhead between the radio room and cockpit and a shot or two of stored BC-375 plug-in tuning units on the starboard side of the radio compartment rear bulkhead (it pays dividends in detail resolution to use the baseband video input on your TV set rather than the RF modulator!).

The critics panned "Memphis Belle", but what the hell do THOSE Bozos know? These days, if it ain't got Stallone or Schwartzeneger in it, applying an Uzi to everyone in sight, it's not worth their notice.

Re. the FAX with the MCW keyed over it: that was a director's idea of what German noise jamming sounded like, I suppose.

I found that aspect kinda interesting, because I've been fascinated by the whole subject of jamming for some time.

The MCW in the film was similar to the system the Soviets used on Radio Free Europe and VOA. The Soviets used at least two seperate jamming networks, a skywave (for killing reception half a continent away), and a groundwave (for wiping out reception in large metropolitan areas or on a regional basis), all controlled from some central point. A monitoring network allowed them to check on the effectiveness of jamming in a given area, and the control point could pile MORE jamming transmitters on a given frequency and area if necessary.

For this system to work, you have to be able to identify the jammers already in use; thus, each jammer in the network identified itself periodically in MCW (maybe once every 2 or 3 minutes), in a manner similar to that heard in Memphis Belle. It's long been rumored that jammers inside of the USSR IDed with two letters, and jammers in the satellite countries IDed with a letter and one digit.

It used to be really interesting to watch these nightly battles as they got started. A Radio Free Europe transmitter would come up with dead carrier, just getting tuned up for the broadcast. Before the interval signal could begin, the whoosh of a VFO would be heard, zero beating. Once the interval signal began and positivly IDed the victim, the noise modulation (usually AM in form) began, and OTHER carriers could be heard whooshing in like sharks. One by one they too would start up with thier racket, an occasional MCW ID from each rig popping out of the mess. Around 0000 or 0100 UTC, the 25 metre band was pock-marked with inaudible RFE outlets, each buried under 5 or 6 noise jammers.

To give you an idea just how effective the effort was: for years, I questioned if RFE actually existed at all! In years of SWLing, I'd never really heard an RFE signal on this side of the Atlantic. I couldn't find RFE outlets until I identified the jammers as what they were, THEN the RFE outlets became apparent.

That was a bit off the BA thread; I hope the Subject Police don't jump on me for it! :-)

73's,

Tom, K9TA

From boatanchors@theporch.com Sat Dec 23 15:32:23 1995
From: TOM.A.ADAMS@mail.admin.wisc.edu
Subject: Re. SKN Rig
Message-ID: <FCNF1634.FCNF1645@mail.admin.wisc.edu>

to: boatanchors@theporch.com

Straight Key Night is EXTREMELY unlikely for me, but if I can by some miracle make it, the TX will be Gallopin' Gertie (the UX-210 Hartley oscillator); if conditions are bad enough to require QRO, the Globe King 500A will be warmed up and waiting, as usual; that 4-250 is a MAJOR source of shack warmth! :-)

Antenna is the 160 Windom.

RX is tentatively an HRO-50 (Bobbi, thank Tori again for me), RAS-5, or BC-348R.

Keys will be

1926 Vibroplex "Original"
1938 MacElroy "Mac-Key"

and if QRS is called for

1905 (???) Electric Specialties hand key
1946 (???) MacElroy "Teardrop" hand key

Just keep an ear open for the extremely wobbly signal calling at about 25 WPM, trying to send fast enough to avoid the worst of the "yoops".

73's,

Tom, K9TA

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: morriso@vifp.monash.edu.au (Morris Odell)
Subject: Re: Re[2]: Hertz: No!
Message-ID: <199512230137.MAA04508@brain.vifp.monash.edu.au>

>As Hank Van Cleef said

>One place where international usage is NOT metric is in aviation.

The other example of this is is in medicine. We measure blood pressure in millimetres of mercury (referring to the BA of bood pressure machines that use mercury column manometers). There was an attempt a few years ago to refer to BP in kilopascals or some such thing but it died a well deserved premature death.

Morris VK3DOC
morriso@vifp.monash.edu.au

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: Bill Meara <74537.1100@compuserve.com>
Subject: SKN rig
Message-ID: <951223093638_74537.1100_EHH27-1@CompuServe.COM>

Jeff - I'm almost embarrassed to say that my SKN rig be my regular rig! Drake 2-B, HT-37 and the ordinary straight key that I normally use! Last year I made one contact with an HW-8 and a dipole from frigid NY state.
This year I'll be in front of boatanchors, but in Santo Domingo I have no need for BA shack heating! Hope to work you on SKN.
73! Bill N2CQR/HI8
74537.1100@compuserve.com
Santo Domingo, Dominican Republic
Running: HT-37, 2-B, HW-101, HQ-100 (with SP-600
and SX-43 awaiting repairs)

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: "Roberta J. Barmore" <rbarmore@indy.net>
Subject: Re: SKN: Whatcha gonna use?
Message-ID: <Pine.3.89.9512231258.A12786-0100000@indy1>

Hi!

H'mmm...*if* I can somehow steal time to get on the air (unlikely), it'll be either the HRO-5 and plug-in-coil 'Shifter on 40 or 80, or I shall take the HW-9 out of mothballs and see if it does anything.

The key? Oh, dear! Either the homebrew hollow brass special (which I am owing Boatanchor Bob the drawings & pix of), the recently cleaned-up J-38, or the enclosed WW II airplane or sub key. Maybe all three!

73,
--Bobbi

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: robert fowle <hammarlund@voyager.net>
Subject: SP-600-JX-14 Custom by Hammarlund fs:
Message-ID: <199512222359.SAA18968@vixa.voyager.net>

grettings;
after several bites, its still availible. this is one of less than 50 units done this way by Hammarlund, for big wigs, embassys, and ambassitors, in the government.
the ONLY reason it is for sale, is because my wifes best friend and her 3 young kids,(4 yrs, 3yrs, & 4 months) are stranded in Georgia, after going there for the holidays, and having her car break down beyond repair. (i know, nice guy) well, she has no family to help her, so here i am. if your interested, price is $650 shipped, i'll ship after the 1st.
and at least 2 people here on BA can attest to its condition and looks. Marc Melucas & Chris Galbraith, both have seen and heard this beautiful unit. so, if you can help me help her out, give me a bump.
PS; need to get her back before the 1st of Jan. (she starst collage the 3rd) so i need the cash asap, i'm in mich.
Many thanks,
Robert Fowle
the HAMMARLUND historian
Ph. 517-789-6721
E-mail: Hammarlund@vixa.voyager.net

From boatanchors@theporch.com Sat Dec 23 17:59:52 1995
From: arther.dent@smtp.prostar.com
Subject: T/R SWITCH
Message-ID: <199512232350.RAA24045@uro.theporch.com>

i've got a friend that has a Drake TR3 and he's looking for a T/R switch for it. does anybody have one sitting in their junk box by chance?????

or poss. know a sorce for one??????
thanx....mike....KB7VNT

i transmit therefore i am.....

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: robert fowle <hammarlund@voyager.net>
Subject: TMC Multicoupler like new fs:
Message-ID: <199512230028.TAA20123@vixa.voyager.net>

will sell my like new, TMC Antenna Multicoupler model: AMC 6 5/7OU
with manual. rack mount, handles six recievers, off one antenna. uses
so-239 connectors. gives 3 db gain, plus no oscilation between recievers.
$350 shipped
thanks
Robert Fowle
the HAMMARLUND historian
Ph. 517-789-6721
E-mail: Hammarlund@vixa.voyager.net

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: fgilmore@woodtech.com
Subject: Re: Upper case,Viking Invaders,HRO coils, SKN
Message-ID: <199512231049.EAA19181@gxl.woodtech.com>

When I was working for the ARRL and putting in some time as an op at 1AW we used
CW mills that were upper case only. Later saw more of them in my early days as
a police radio operator before I went on the road. Convenient.

73,

Frank K0JPJ ex-W5PVX ...-.-

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: MODSTEPH@ACS.EKU.EDU
Subject: WB8BFS KWS-1 Operation
Message-ID: <01HZ5BYGIPR60019I4@ACS.EKU.EDU>

Well, he did as he said in his post - got the Collins station
on the air last night. I heard at least nine other stations work
(or at least call), and got my own Hallicrafters "Twins" - the
HT-44 and SX-117 - up and running and got into the pack too.

Great to hear the number of folks on - did any on the rest of you check the frequency and just listen in? Suggestion was made to consider a BA weekly gathering... any interest?

And for those who particularly enjoyed it, remember that "CX" - Classic Radio Exchange - is only about six weeks away, so get those BA's checked and working!!

73,, Al N5AIT (and thanks, Jack)
modsteph@acs.eku.edu

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: kj7f@micron.net (Terry Dobler)
Subject: WTB 100TH & 250TH tubes
Message-ID: <m0tTGdj-000QX3C@mis01.micron.net>

Greetings,

A friend here in town is in need of some 100Th & 250TH tubes to get his BC610 back on the air. If you can help please e-mail me at kj7f@micron.net and I'll get him in contact with him.

73, Terry KJ7F

From boatanchors@theporch.com Sat Dec 23 12:17:42 1995
From: john <johnmb@nando.net>
Subject: WTB: HQ100 parts
Message-ID: <9512222326.AA11799@merlin.nando.net>

Merry Christmas to all....

The SX100 I was to buy turned out to be a HQ100... :-)
It was quite reasonable, but sans s-meter. If anyone has a HQ100-compatable s meter (I believe they were common to quite a few different HQ series radios) and/or schematics for same, I'd appreciate a note.

Hope you all have a great holiday,
/john

johnmb@nando.net